

QUARTERLY STATEMENT

AS OF MARCH 31, 2013
OF THE CONDITION AND AFFAIRS OF THE

MAIC Group Code		Humana Benefit P	lan of Illinois,	lnc.		
Organized under the Laws of Illinois State of Domicile or Port of Entry Illinois Country of Domicile Licensed as business type: Life, Accident & Health [X] Property/Casually [] Hospital, Medical & Dental Service or Indemnity [] Vision Service Corporation [] Health Maintenance Organization [] Incorporated/Organized [] Other [] Other [] Other [] Vision Service Corporation [] Health Maintenance Organization [] Is HMC/ Redrally Qualified? Yes [] No [] Incorporated/Organized [] Other [] Ot		, 0119 NAIC Compar			ID Number	37-1326199
Country of Domicile Licensed as business type: Life, Acadent & Health [X]	•	, , ,	State of Domicile or P	ort of Entry	ı	linois
Licensed as business type: Dental Service Corporation [] Heatint Medical & Dental Service or Indemnity [] Honor Service Corporation [] Is HMO, Federally Qualified? Yes [] No [] No [Qualified Yes Qualified Yes Qu				o.c o,		
Dental Service Corporation [] Vision Service Corporation [] Is Health Maintenance Organization [] Other Maintenance Organization [] Is HMO, Federally Qualified? Yes [] Not [] Other Annabation [] Other Annabati	· — —	Assident & Health [V] Preparty/C		nital Madical	9 Dontal Consid	o or Indomnity []
Commenced Business SHMO, Federally Oxalifiles No Statutory Home Office 7915 N. Hale Ave., Ste. D Peoria, It., US 61615	•	,		•		
Incorporated/Organized Statutory Home Office Half Address Statutory Home Office Statutory Statutory Statement Contact Liz Young Fireal Address Statutory Statement Contact Liz Young Fireal Address Statutory Home Office Statutory Home Office Bruce Dale Broussard Jonath Farry Bloem Fittle Bruce Dale Broussard James Harry Bloem Free Home Office Statutory Home Office Home Office Statutory Home Office Home		• • •			•	
Main Administrative Office Source and Number County with an Street County with a County with				ivio, i caciali		, [] NO []
Main Administrative Office S00 West Main Street Coulsville, KY, US 40202 50.2580-1000 Mail Address P.O. Box 740036 City or Town, State, County and 26 code) (Teephore Number Number) City or Town, State, County and 26 code) City or Town, State County and 26 code) Primary Location of Books and Records 500 West Main Street County life, KY, US 40202 50.2580-1000 Primary Location of Books and Records S00 West Main Street County life, KY, US 40202 50.2580-1000 Record of County life, KY, US 40202 County and 26 code) City or Town, State, County and 26 code City or Town, State, County and 26 code	Statutory Home Office	7915 N. Hale Ave., Ste. D	,	Peori	a, IL, US 61615	
Giret and Number Chapter Chapter Town. State: Country and 2 pc Code Chapter Number Chapter Chapter Number Chapter Chapter Number Chapter Chapter Number Chapter Ch		(. ,		,
Mail Address P.O. Box 740036 Signed and Number PO Flost) Signed and Number Signed Policy Poli	Main Administrative Office					
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Internet Web Site Address Internet Web Site Address Slatutory Statement Contact Liz Young OFFICERS Name Polinourise@humana.com (FAX Number) OFFICERS Name Bruce Dale Broussard James Harry Bloem St. VP, CFO & Treasurer OTHER OFFICERS Name Appointed Actuary OTHER OFFICERS Name Bruce Dale Broussard John Gregory Catton VP & Coprorate Secretary Vice President & CEO John Origogory Catton VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Compliance Ro		•	(Cit	y or Town, State,	Country and Zip Cod	e)
Internet Web Site Address Statutory Statement Contact Liz Young (Name) (Name	Primary Location of Books and Reco				(Area Co	
Statutory Statement Contact Liz Young (Namo) (Namo Code) (Tipugono Numbra) (Estimation) (FAX Number) (FAX Numbe	Internet Web Site Address	(Street and Number)		Country and Zip (Lode) (Area Co	ide) (Telephone Number)
Continue		Liz Young	www.namana.com	502-	-580-3025	
Committee Comm	Clatatory Claternesis Contact					nsion)
Name Bruce Dale Broussard James Harry Bloem Sr. VP, CFO & Treasurer Joan Oiliges Lenahan Joan Oiliges Lenahan Joan Oiliges Lenahan VP & Corporate Secretary Appointed Actuary OTHER OFFICERS George Grant Bauernfeind John Gregory Catron John Gregory Catron VP & Chief Compliance Officer Roy Goldman Ph.D VF & Chief Compliance Officer Roy Goldman Ph.D VF & Chief Compliance Officer Roy Goldman Ph.D VF & Chief Compliance Officer Thomas Joseph Liston President, Retail Segment Heidi Suzanne Marguils Khalid Nazir Vice President William Joseph Tait Vice President Bruce Devereau Perkins William Joseph Tait Vice President Raith Segrets William Joseph Tait Vice President Raith Segrets William Joseph Tait Vice President Raith Warin Wilson Vice President Segretary Timothy Alan Wheatley VP - Senior Products DIRECTORS OR TRUSTEES James Harry Bloem Ross Alan Westreich Vacancy State of Kentucky State of						
Name Title Bruce Dale Broussard President & CEO Joan Olliges Lenahan VP & Corporate Secretary James Harry Bloem Sr. VP, CFO & Treasurer Joan Name President & CEO Appointed Actuary Statement of Joan Olliges Lenahan Library Appointed Actuary Appointed Actuary Statement Fig. 1 (1997) Appointed Actuary Statement President Actuary Statement President Ambient Carbon President President Bana Phillip Leclaire St. VP & Chief Actuary Statement President Actuary Statement President President President Actuary Statement President Actuary Statement President Actuary Statement President President Actuary President Actuary President Actuary President Actuary President Pr	(E-mail	, ,	CEDC	(FAX Numbe	ei)	
Bruce Date Broussard James Harry Bloem Sr. VP, CF0 & Treasurer OTHER OFFICERS George Grant Bauermeind John Gregory Catron VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Compliance Officer Thomas Joseph Liston President Wice President Fresident Wice President Fresident Fresident Wice President Fresident Fresiden	Nama	_	_			Titlo
James Harry Bloem				han		
George Grant Bauernfeind John Gregory Catron Vice President Vice President President Scheft Compliance Officer Charles Frederic Lambert III Nores Joseph Liston Thomas Joseph Liston President, Retail Segment Knalid Nazir Vice President Thomas Joseph Liston Vice President Thomas Joseph Liston Vice President Nore President Timothy Patrick O'Rourke # Bruce Devereau Perkins William Joseph Tait Joseph Christopher Ventura Ralph Martin Wilson Vice President Vice President Timothy Patrick O'Rourke # RepPres-SiProdiCreat Lakes Re Pres. Health&Well-Being Serv Seg Richard Donald Remmers Seg. VP. Employer Group Sales Scr. Vice President RepPres-SiProdiCreat Lakes Re RepPres-SiProdiCreat Reports Reports Reports Reports Reports Rep						
George Grant Bauemfeind John Gregory Catron VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary Charles Frederic Lambert III Vice President Thomas Joseph Liston Fresident, Retail Segment Vice President Khalld Nazir Vice President Timothy Patrick Offocurs Fresident Pestigent Vice President Pestigent Vice President Pestigent President President Pestigent President Presi	- Cambo Harry Broom			,	, , , , , , , , , , , , , , , , , , , ,	tou / totau. y
John Gregory Catron VP & Chief Compliance Officer Roy Goldman Ph.D VP & Chief Actuary Vice President Brian Phillip LeClaire St. Vice President Thomas Joseph Liston President, Retail Segment Vice President Heldi Suzanne Margulis Sr. Vice President Roger Vice President Nice President Heldi Suzanne Margulis Sr. Vice President RegPres-SiProd/Great Lakes RegPres-SiPro	Coord Croat Doverntoire		_		Desa Francis	C
Charles Frederic Lambert III			-			
Thomas Joseph Liston President, Retail Segment Timothy Patrick O'Rourke # RegPress-StrpOdGreat Lakes Re Bruce Devereau Perkins Press, Health&Well-Being Serv Seg Richard Donald Remmers Richard Donald Remmers William Joseph Tait Vice President Timothy Patrick O'Rourke # RegPress-StrpOdGreat Lakes Re Bruce Devereau Perkins Press, Health&Well-Being Serv Seg Richard Donald Remmers Pattle Dale Tye President, Large Group Joseph Christopher Ventura Assistant Secretary Timothy Alan Wheatley VP - Senior Products Vice President Vice President Dale Broussard Neal Curtis Fischer M.D. James Elmer Murray Ross Alan Westreich Vacancy State of Kentucky Seg County of Jefferson Seg County of Seg Count						
Bruce Devereau Perkins	Thomas Joseph Liston		Heidi Suzanne Mar	gulis ,		
William Joseph Tait						
Assistant Secretary Timothy Alan Wheatley VP - Senior Products						
Ralph Martin Wilson DIRECTORS OR TRUSTEES James Harry Bloem Ross Alan Westreich State of Kentucky. Ss County of Jefferson Ss County of this reporting entity being duly swom, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stabove, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any lens or claims thereon, except as herein stated, and this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabiliand of the condition and affairs of the said reporting entity or the reporting period stated above, and of its income and deductions therefrom for the period ended, and he been completed in accordance with the NAC Annual Statement Instructions and Accounting Practices and Procedures amount or the period ended, and his transport of the said reporting entity and the condition and affairs of the said reporting entity is one contained, annexed or referred to, is a full and true statement of all the assets and liabiliand of the condition and affairs of the said reporting entity and that on the reporting period stated above, and of its income and deductions therefrom for the period ended, and his statement, together with related the same annual except to the extent that: (1) state law rifer; or, (2) that state rules or regulations required differences in reporting not related to accounting practices and procedures, according to the best of their informat differences to regulations required differences and procedures, according to the best of their informat value of the period state rules or regulations required in accordance with the NA when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by variegulators in lieu of or in addition to the enclosed statement. Bruce Da					VP - Ser	nior Products
State of				, <u>,</u> ,	·· · · · · · · · · · · · · · · · · · ·	
State of		DIRECTORS	OR TRUSTEES			
State of	James Harry Bloem			M.D.	James E	Imer Murray
County of						,
County of		SS				
above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liers or claims thereon, except as herein stated, and this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liability in the condition and affairs of the said reporting period ended, and he condition and affairs of the said reporting period ended, and he been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law rediffer; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their informations, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filling with the Nk knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filling with the Nk when required, that is an exact copy (except for formatting differences due to electronic filling) of the enclosed statement. The electronic filling may be requested by varieregulators in lieu of or in addition to the enclosed statement. Bruce Dale Broussard President & CEO VP & Corporate Secretary James Harry Bloem Sr. VP, CFO & Treasurer a. Is this an original filling? Yes [X] No [] Subscribed and sworn to before me this 10th day of May, 2013 Myra Carpenter, Notary Public	County ofJeffers	on				
President & CEO VP & Corporate Secretary Sr. VP, CFO & Treasurer a. Is this an original filing? Yes [X] No [] Subscribed and sworn to before me this 10th day of May, 2013 Myra Carpenter, Notary Public VP & Corporate Secretary Sr. VP, CFO & Treasurer a. Is this an original filing? Yes [X] No [] b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached	above, all of the herein described assets this statement, together with related exh and of the condition and affairs of the se been completed in accordance with the differ; or, (2) that state rules or regulat knowledge and belief, respectively. Furtl when required, that is an exact copy (e.	were the absolute property of the said reporting ibits, schedules and explanations therein contaid reporting entity as of the reporting period st NAIC Annual Statement Instructions and Actions require differences in reporting not relate hermore, the scope of this attestation by the discept for formatting differences due to electrons.	g entity, free and clear from any ained, annexed or referred to, i ated above, and of its income a ounting Practices and Procedu. ed to accounting practices and escribed officers also includes	liens or claims s a full and true and deductions res manual excl procedures, a the related corr	thereon, except a e statement of all therefrom for the cept to the extent according to the b responding electro	s herein stated, and the the assets and liabilitie period ended, and have that: (1) state law ma est of their information onic filing with the NAIO
Subscribed and sworn to before me this 10th day of May, 2013 1. State the amendment number 2. Date filed 3. Number of pages attached						
10th day of May, 2013 1. State the amendment number 2. Date filed 3. Number of pages attached			a. Is th	nis an original	filing?	Yes [X] No []
10th day of May, 2013 1. State the amendment number 2. Date filed 3. Number of pages attached	Subscribed and sworn to before	me this	b. If no	:		
3. Number of pages attached Myra Carpenter, Notary Public	10thday of	May, 2013			dment number	
Myra Carpenter, Notary Public					oo ottoobod	
			3. N	umber of pag	es allached	
MINIST W. ALL Y						

ASSETS

		JOLIO			
			Current Statement Date	9	4
		1	2	3	
				Not Advitted Access	December 31
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1.	Bonds	46,876,552		46,876,552	43,983,669
2.	Stocks:				
	2.1 Preferred stocks			0	0
	2.2 Common stocks			1	0
•					0
3.	Mortgage loans on real estate:				
	3.1 First liens			0	0
	3.2 Other than first liens			0	0
1	Real estate:				
٦.					
	4.1 Properties occupied by the company (less				
	\$ encumbrances)			0	0
	4.2 Properties held for the production of income				
	(less \$encumbrances)			٥	0
				U	0
	4.3 Properties held for sale (less				
	\$encumbrances)			0	0
5	Cash (\$2,461,004),				•
5.					
	cash equivalents (\$0)				
	and short-term investments (\$8,666,830)	11,127,834		11,127,834	6 , 805 , 107
6	Contract loans (including \$premium notes)				0
	,			İ	
	Derivatives				
8.	Other invested assets	0		0	
9.	Receivables for securities			0	
	Securities lending reinvested collateral assets				0
	Aggregate write-ins for invested assets				0
12.	Subtotals, cash and invested assets (Lines 1 to 11)	58,004,386	0	58,004,386	50,788,776
	Title plants less \$				
	only)			^	_
14.	Investment income due and accrued	402,373		402,373	494 , 599
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of				
	collection	2 052 626	04 645	2 050 001	2 002 242
			94,043		
	15.2 Deferred premiums, agents' balances and installments booked but				
	deferred and not yet due (including \$earned				
	but unbilled premiums)			0	0
	15.3 Accrued retrospective premiums	5,207,533		5 , 267 , 533	2,795,146
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers			0	
	16.2 Funds held by or deposited with reinsured companies			0	(
	16.3 Other amounts receivable under reinsurance contracts			0	
17.	Amounts receivable relating to uninsured plans	1,083,739		1,083,739	948,336
18.1	1 Current federal and foreign income tax recoverable and interest thereon			0	(
	2 Net deferred tax asset				4,867,636
	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	10,924	689	10,235	13,078
	Furniture and equipment, including health care delivery assets	·			,
۷۱.		0E 007	05 007	0	,
	(\$			0	
22.	Net adjustment in assets and liabilities due to foreign exchange rates			0	
23.	Receivables from parent, subsidiaries and affiliates		ļ	0	(
	Health care (\$780,138) and other amounts receivable				461 123
	Aggregate write-ins for other than invested assets	216,499	216,499	J	
26.	Total assets excluding Separate Accounts, Segregated Accounts and				
	Protected Cell Accounts (Lines 12 to 25)	79,393,746	4,973,249	74,420,497	64,251,036
27	From Separate Accounts, Segregated Accounts and Protected				
۷.				_	,
	Cell Accounts		 	0	0
28.	Total (Lines 26 and 27)	79,393,746	4,973,249	74,420,497	64,251,036
	DETAILS OF WRITE-INS				
1104				0	^
		i		J	U
1102.				0	L
1103.				0	
	Summary of remaining write-ins for Line 11 from overflow page		0	Λ	(
				J	
	Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0		0	(
2501.	Prepaid Commissions	190,903	190,903	Ω	Ω
	Prepaid Expenses			0	0
			25,390	U	_
2503.				0	0
	Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2598.					

${\bf STATEMENT\ AS\ OF\ MARCH\ 31,\ 2013\ OF\ THE\ Humana\ Benefit\ Plan\ of\ Illinois,\ Inc.}$

LIABILITIES, CAPITAL AND SURPLUS

	LIABILITIES, SAI		Current Period		Prior Year
		1	2	3	4
		Covered	Uncovered	Total	Total
1.	Claims unpaid (less \$	17,086,037	434,919	17,520,956	15,753,826
2.	Accrued medical incentive pool and bonus amounts			0	0
3.	Unpaid claims adjustment expenses	280,939		280,939	258 , 112
4.	Aggregate health policy reserves including the liability of				
	\$0 for medical loss ratio rebate per the Public Health				
	Service Act	1.137.824		1.137.824	866.485
5.	Aggregate life policy reserves				· ·
6.	Property/casualty unearned premium reserve				0
i					
7.	Aggregate health claim reserves			0	0
8.	Premiums received in advance				895,422
9.	General expenses due or accrued	262,952		262,952	158,959
10.1	Current federal and foreign income tax payable and interest thereon (including				
	\$ on realized gains (losses))				10 , 117
	Net deferred tax liability				0
11.	Ceded reinsurance premiums payable	892		892	874
12.	Amounts withheld or retained for the account of others			0	0
13.	Remittances and items not allocated	722,333		722,333	680 ,775
14.	Borrowed money (including \$ current) and				
''	interest thereon \$ (including				
	\$ current)			Λ	0
15	Amounts due to parent, subsidiaries and affiliates				
i	·				
16.	Derivatives				
17.	Payable for securities				0
18.	Payable for securities lending			0	0
19.	Funds held under reinsurance treaties (with \$				
	authorized reinsurers, \$ unauthorized reinsurers				
	and \$ certified reinsurers)		******	0	0
20.	Reinsurance in unauthorized and certified (\$)				
	companies			0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates				0
22.	Liability for amounts held under uninsured plans				
i	Aggregate write-ins for other liabilities (including \$				
25.	current)	55 500	0	55 500	112 940
			434,919		
	Total liabilities (Lines 1 to 23)				
25.	Aggregate write-ins for special surplus funds				0
26.	Common capital stock	XXX	XXX	2,500,000	2,500,000
27.		XXX	XXX		0
28.	Gross paid in and contributed surplus				
29.	Surplus notes				0
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31.	Unassigned funds (surplus)				(19, 169, 382)
32.	Less treasury stock, at cost:				
	32.1shares common (value included in Line 26				
	\$	XXX	xxx		0
	32.2shares preferred (value included in Line 27				
	\$	vvv	~~~		^
20	Total capital and surplus (Lines 25 to 31 minus Line 32)				
33.					, ,
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	74,420,497	64,251,036
	DETAILS OF WRITE-INS				
2301.	OPM Contract Reserves	55.599	0	55,599	126,914
2302.	Medicare Risk Adjustment & Premiums Payable		0	0	286,935
i					,
2303.				0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	55,599	0	55,599	413,849
		,		, , , , , , , , , , , , , , , , , , ,	·
2501.					
2502.		XXX	XXX		0
2503.		XXX	xxx		0
	Summary of remaining write-ins for Line 25 from overflow page				0
2598.					
2599.	Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.		XXX	XXX		0
3002.					
3003.					Ω
	· · · · · · · · · · · · · · · · · · ·				
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	STATEMENT OF REVENO				
		Current Yea	ar To Date	Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1. Mer	mber Months			53,891	
1	premium income (including \$ 0 non-health premium income)	i		i .	
	ange in unearned premium reserves and reserve for rate credits				
	e-for-service (net of \$medical expenses)				
	k revenue				
	gregate write-ins for other health care related revenues				
	gregate write-ins for other non-health revenues				
8. Tota	al revenues (Lines 2 to 7)	XXX	45,438,136	42,742,239	164,4/1,640
Hospital and	nd Medical:				
1 -	spital/medical benefits	911,828	33,315,063	32,905,065	128 , 050 , 164
10. Oth	ner professional services		65,758	118,058	242,560
11. Out	tside referrals			0	0
	ergency room and out-of-area				
1	scription drugs			1 1	
l .	gregate write-ins for other hospital and medical			1	
	entive pool, withhold adjustments and bonus amounts				
16. Sub	ototal (Lines 9 to 15)	947,505	38,170,797	38,826,522	145 , 569 , 357
Less:					
i	reinsurance recoveries			0	0
1	al hospital and medical (Lines 16 minus 17)			1	
1	n-health claims (net)				
1	ims adjustment expenses, including \$ 1,832,926 cost containment			1	
exp	penses				
21. Ger	neral administrative expenses		3,492,564	2,949,511	12,498,944
22. Incr	rease in reserves for life and accident and health contracts (including				
1	increase in reserves for life only)			1	
1	al underwriting deductions (Lines 18 through 22)			1	
24. Net	underwriting gain or (loss) (Lines 8 minus 23)	XXX		1	
	investment income earned			406,643	
	realized capital gains (losses) less capital gains tax of \$		954	(196)	
	tinvestment gains (losses) (Lines 25 plus 26)	0	456,083	406,447	1,948,862
	gain or (loss) from agents' or premium balances charged off [(amount recovered) (amount charged off \$			0	0
1	gregate write-ins for other income or expenses	0	0	17 , 770	17 ,770
1	t income or (loss) after capital gains tax and before all other federal income taxes				
(L	Lines 24 plus 27 plus 28 plus 29)	xxx	2,095,442	(302,731)	3,735,613
31. Fed	deral and foreign income taxes incurred	xxx	(514)	(157,821)	(61,336)
32. Net	tincome (loss) (Lines 30 minus 31)	XXX	2,095,956	(144,910)	3,796,949
	TAILS OF WRITE-INS				
İ		XXX		0	0
0602		XXX		0	0
0603 0698. Sun	mmary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
	als (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701	als (Ellies 6001 till dagh 6000 plus 6000) (Ellie 6 above)	XXX	0	0	0
0702		XXX		n l	0
0703		xxx		0	0
	mmary of remaining write-ins for Line 7 from overflow page	xxx	0	0	0
	als (Lines 0701 through 0703 plus 0798) (Line 7 above)	xxx	0	0	0
1401				0	0
1402				0	0
1403				0	0
1498. Sun	mmary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Tota	als (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901 . Miso	cellaneous Income	0	0	17 ,770	17 , 770
2902					
2903		_			
	nmary of remaining write-ins for Line 29 from overflow page		0	0	0
2999. Tota	als (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	17,770	17,770

STATEMENT OF REVENUE AND EXPENSES (Continued)

	STATEMENT OF REVENUE AND EX	PENSES (Continue	u)
		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	44,630,618	39,660,284	39,660,284
34.	Net income or (loss) from Line 32	2,095,956	(144,910)	3,796,949
35.	Change in valuation basis of aggregate policy and claim reserves		0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$			
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax		0	(4,936,069)
39.	Change in nonadmitted assets	143,864	(151,769)	2,412,489
40.	Change in unauthorized and certified reinsurance	0	0	0
41.	Change in treasury stock		0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		0	3,319,085
44.	Capital Changes:			
	44.1 Paid in		0	1,500,000
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in		0	(1,500,000)
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	369,316
48.	Net change in capital and surplus (Lines 34 to 47)	2,239,938	(283, 384)	4,970,334
49.	Capital and surplus end of reporting period (Line 33 plus 48)	46,870,556	39,376,900	44,630,618
	DETAILS OF WRITE-INS			
4701.	Correction of Prior Period- Deferred Tax Provision.	0	0	369,316
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	369,316

${\bf STATEMENT\ AS\ OF\ MARCH\ 31,\ 2013\ OF\ THE\ Humana\ Benefit\ Plan\ of\ Illinois,\ Inc.}$

CASH FLOW

	CASITILOW	1	2	3
		Current Year	∠ Prior Year	Prior Year Ended
		To Date	To Date	December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance.	42,984,881	51,905,928	163,276,268
			675,640	2,011,075
3.	Miscellaneous income	0	0	0
	Total (Lines 1 to 3)	43,599,402	52,581,568	165,287,343
	Benefit and loss related payments	36,403,667	37,843,023	142,532,124
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	4,585,493	3,429,872	19,454,184
	Dividends paid to policyholders		0	0
9.	Federal and foreign income taxes paid (recovered) net of \$			
	gains (losses)	10,117	182,742	552,057
10.	Total (Lines 5 through 9)	40,999,277	41,455,637	162,538,365
11.	Net cash from operations (Line 4 minus Line 10)	2,600,125	11,125,931	2,748,978
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	1,054,208	2,345,617	9,898,214
	12.2 Stocks	0	0	C
	12.3 Mortgage loans		0	
	12.4 Real estate		0	
	12.5 Other invested assets		0	
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0 -	(301)	(324
	12.7 Miscellaneous proceeds	0	3,663,338	(
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,054,208	6,008,654	9 , 897 , 890
13.	Cost of investments acquired (long-term only):	4 040 074	4 700 070	45 400 000
	13.1 Bonds		4,768,072	15,122,969
			0	
	13.3 Mortgage loans	I	0	
	13.4 Real estate	0		ال
	13.5 Other invested assets		0	
	13.6 Miscellaneous applications	4,012,671	4.768.072	15.122.969
11	13.7 Total investments acquired (Lines 13.1 to 13.6)	4,012,071	4,700,072	13,122,908
	Net increase (or decrease) in contract loans and premium notes	(2.958.463)	1.240.582	(5,225,079
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,930,403)	1,240,302	(3,223,078
40	Cash resulted (capital):			
10.	Cash provided (applied): 16.1 Surplus notes, capital notes	0	٥	(
	16.2 Capital and paid in surplus, less treasury stock		0	
	16.3 Borrowed funds		0	
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	
	16.5 Dividends to stockholders		0	
	16.6 Other cash provided (applied)	4,681,065	(1,552,896)	237,489
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	4,681,065	(1,552,896)	237,489
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		, , , , , ,	,
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	4,322,727	10,813,617	(2,238,612
	Cash, cash equivalents and short-term investments:		-,,	(/ ,
	19.1 Beginning of year	6,805,107	9,043,719	9,043,719
	19.2 End of period (Line 18 plus Line 19.1)	11,127,834	19,857,336	6,805,107

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STATEMENT AS OF MARCH 31, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Compreh (Hospital &	ensive Medical)	4	5	6	7	8	9	10
		2	3	Medicare	Vision	Dental	Federal Employees	Title XVIII	Title XIX	
	Total	Individual	Group	Supplement	Only	Only	Health Benefit Plan	Medicare	Medicaid	Other
Total Members at end of:										
1. Prior Year	17,686	0	0	0	1,284	572	1,270	14,560	0	
2. First Quarter	18,525	0	0	0	1,421	714	1,197	15 , 193	0	
3. Second Quarter	0	0	0	0	0	0	0	0	0	
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	55,599				4,228	2,068	3,597	45,706		
Total Member Ambulatory Encounters for Period:										
7. Physician	40,361						5,273	35,088		
8. Non-Physician	50,295						3,767	46,528		
9. Total	90,656	0	0	0	0	0	9,040	81,616	0	
10. Hospital Patient Days Incurred	13,147						324	12,823		
11. Number of Inpatient Admissions	2,788						126	2,662		
12. Health Premiums Written (a)	45,439,474				41,927	50,731	1 ,741 ,719	43,605,097		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	45 , 439 , 474				41,927	50,731	1,741,719	43,605,097		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	36,790,378				22,091	34,261	2,674,422	34,059,604		
18. Amount Incurred for Provision of Health Care Services	38,170,797				32,070	32,986	2,717,027	35,388,714		

⁽a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 43,605,097

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

	Aging Analysis of Unpaid	Claims	` '		•	
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)	1 oo bayo	01 00 Buyo	01 00 Buyo	01 120 Buyo	Over 120 Bayo	1000
ADVOCATE BROMENN MEDICAL CENTER.	12,811					12,811
AIR EVAC EMS INC QUINCY	6,908					
ALDEN ALMA NELSON MANOR.	3,621					
ALPINE FIRESIDE HEALTH CENTER	2,664					2,664
ANN R STROINK MD	4,445					4.445
ARCTIC AX US LTD	3,560					3,560
BAYADA HOME HEALTH CARE INC.	2,132					2,132
BELOIT MEMORIAL HOSPITAL	6,940					6,940
CENTER FOR ORTHOPEDIC MEDICAL CENTER.	5,089					
CHANDLER REGIONAL HOSPITAL	2,677					2,677
CHIRAVIDH SAWETAWAN MD	2,549					2,549
CHIRAVUDH SAWETAWAN MD. EAST BANK CENTER LLC.	3,903					3,903
ENGEPARK MENICAL SUPPLIES	2,687					2,687
EDGEPARK MEDICAL SUPPLIES. FREDERICK A SWEET MD.	7,990					7,990
FREEDURT BEHAR AND HEALTH	4,372					4,372
FREEPORT REHAB AND HEALTH. GALESBURG COTTAGE HOSPITAL.	4.514					4,514
CENERAL FACILITY SERVICES	2.996					56,314
GENERAL FACILITY SERVICES. GRAHAM HOSPITAL ASSOCIATION	8,482					8,482
GREATER PEORIA SPECIALTY HOSPITAL	0,402					0,402
HEARTLAND OF GALESBURG IL LLC.	6, 151					6,151
HEARTLAND OF GALESBURG IL LLC.	9,268					9,268
HEARTLAND OF NORMAL IL LLC. HEARTLAND OF PEORIA IL LLC.	8,839					8,839
HEARTLAND OF PEURIA IL LLU.	9,046					9,046
HEARTLAND RIVERVIEW E PEORIA	4,807					4,807
HERITAGE MANOR NORMAL LLC.	3,368					3,368
HOME BRIDGE CENTER.	2,222					2,222
ILLINOIS VALLEY COMMUN HOSPITAL.	6,053					6,053
JASON M SEIBLY	5,044					5,044
JENNERSVILLE REGIONAL HOSPITAL.	3,192					
KARMENTA CENTER	2,679					2,679
MADISON VAMC						27 , 371
MAPLE CREST CARE CENTRE	5,981					5,981
MCDONOUGH DISTRICT HOSPITAL	2,736					2,736
MERCY HOSPITAL JANESVILLE						3,777
MERCY MEDICAL CENTER CLINTON.	4,329					4,329
MERITER HOSPITAL INC	12,617	57,081				69 , 698
METHODIST MED CTR OF ILLINOIS			3,155			
MICHELE T GLASGOW MD.		4,859				4,859
NORTHERN LLINOIS RETINA LTD.	2,212					2,212
O S F SYSTEM LABORATORY			2,624			2,624
OTTAWA REGIONAL HOSPITAL & HEALTH.	11,140					11 , 140
PEKIN MEMORIAL HOSPITAL						19,688
PEORIA COUNTY			I			7,002
PLEASANT VIEW LUTHER HOME	3,491			i		3,491
PREMIER REHABILITATION	3,684					
PROCTOR HOSPITAL	18,058	44,178				115,492
PROVENA COR MARIAE CENTER	3,621					
PROVENA ST JOSEPH CENTER	2,287					2,287
OUAD CITY HELICOPTER EMS	3,130					3,130
RCGCT PEKIN.	8,822			<u> </u>		8,822
ROCHELLE REHAB & HEALTH.	2,059			<u> </u>		2,059
ROCKFORD HEALTH SYSTEMS VNA	Σ,000	3,257		<u> </u>		3,257
ROCKFORD MEMORIAL HOSPITAL	11,672					11,672
ROSEWOOD CARE CENTER OF PEORIA.	7,905					7,905
ROSEWOOD CARE CENTER OF ROCKFORD	4,697					4,697
ROSEWOOD CARE CTR OF EAST PEORIA.	9.234					9.234
NOULHOUD VANE VIN VI EAVI LEVIA.						

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported) Aging Analysis of Unpaid Claims

	Aging Analysis of Unpaid	Ciaims				
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
SAINT FRANCIS MEDICAL CENTER	205,659	194,594				400,253
SOUTH SEMINOLE HOSPITAL						3,576
ST ANTHONY MEDICAL CENTER	64 , 176					64 , 176
ST JOHN HOSPITAL OF THE HOSPITAL	2,061					2,061
ST JOSEPH MEDICAL CENTER	.24,095					24,095
ST MARGARETS HOSPITAL	5,070					5,070
ST MARY MEDICAL CENTER.	41,900					41,900
THE MONROE CLINIC INC	6,353					L6,353
TOULON REHABILITATION & HEALTH	2,591					2,591
UNIV OF IOWA HOSP & CLINICS	34,738					34,738
UNIV OF WIS HOSPITAL & CLINIC	9,331					L9,331
WASHINGTON CHRISTIAN VILLAGE	7 ,736					7,736
WILLOWS HEALTH & REHAB CENTER	2,427					2,427
0199999 Individually listed claims unpaid	734,235	357 , 287	5,779	53,256	0	1,150,557
0299999 Aggregate accounts not individually listed-uncovered	57 , 387	8,995	7	628	382	67 , 399
0399999 Aggregate accounts not individually listed-covered	45,062				5,187	50,249
0499999 Subtotals	836,684	366,282	5,786	53,884	5,569	1,268,205
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	16,252,751
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	0
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	17,520,956
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	0

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

ANALYSIS OF CLAIMS UNPAID-PRIOR		ims	Liab	ility		
		ar to Date	End of Curr		5	6
	1	2	3	4	3	0
Line of Business	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental only	9,623	24,638	3,295	5,069	12,918	9,639
4. Vision only		22,091		9,979	0	0
5. Federal Employees Health Benefits Plan	616,219	2,095,565	247,660	818,957	863,879	1,012,500
6. Title XVIII - Medicare	11,410,765	23,004,904	2,390,878	14,045,118	13,801,643	14,731,687
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	12,036,607	25 , 147 , 198	2,641,833	14,879,123	14,678,440	15,753,826
10. Health care receivables (a)		780 , 138			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	12,036,607	24,367,060	2,641,833	14,879,123	14,678,440	15,753,826

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance.

The Illinois Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Illinois for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Illinois Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Illinois. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Illinois is shown below:

	State of Domicile	2013	2012
Net Income			
1. Humana Benefit Plan of Illinois, Inc. Illinois	IL	\$ 2,095,956	\$ 3,796,949
basis			
2. State Prescribed Practices that			
increase/(decrease) NAIC SAP	IL	-	-
3. State Permitted Practices that			
increase/(decrease) NAIC SAP	IL	-	-
4. NAIC SAP	IL	\$ 2,095,956	\$ 3,796,949
Surplus			
5. Humana Benefit Plan of Illinois, Inc. Illinois	IL	\$ 46,870,556	\$ 44,630,618
basis			
6. State Prescribed Practices that			
increase/(decrease) NAIC SAP	IL	-	-
7. State Permitted Practices that			
increase/(decrease) NAIC SAP	IL	-	-
8. NAIC SAP	IL	\$ 46,870,556	\$ 44,630,618

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

NOTES TO THE FINANCIAL STATEMENTS

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- For loan backed and structured securities where the securities fair value is less then the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

(12) The Company does not have real estate held for the production of income.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

(13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP 10R and SSAP 10* in 2012. SSAP No. 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP No. 3 *Accounting Changes and Correction of Errors*. The cumulative effect of this change in accounting principle resulted in a \$3,319,085 increase in unassigned surplus.

In 2012, the Company determined that the 2011 & prior deferred tax provisions included certain items that were not realizable in one year. This error resulted in a \$369,316 overstatement of both the 2011 net admitted deferred tax asset and ending capital and surplus. The error had no impact on total liabilities or net income at December 31, 2011. Consistent with SSAP No. 3, an adjustment to unassigned surplus has been recorded in the fourth quarter of 2012 as an aggregate write-in on line 47 of the capital and surplus account rollforward. The adjustment is 0.57 percent of net admitted assets and 0.83 percent of total capital and surplus.

NOTES TO THE FINANCIAL STATEMENTS

2	Duginage (Cambinations	s and Goodwill
э.	Dusiness v	Comomanons	s and Goodwin

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. <u>Discontinued Operations</u>

Not Applicable.

5. <u>Investments</u>

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

- D. Loan-Backed Securities
 - (1) Not Applicable.
 - (2) Not Applicable.
 - (3) Not Applicable.
 - (4) The Company does not have any investments in an other-than-temporary impairment position at March 31, 2013.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at March 31, 2013:

(a) The aggregate amount of unrealized losses:

1. Less than 12 Months \$ (42,990) 2. 12 Months or Longer \$ -

(b) The aggregate related fair value of securities with unrealized losses:

Less than 12 Months
 12 Months or Longer
 3,804,569
 -

- (5) Not Applicable.
- E. Repurchase Agreements and/or Securities Lending Transactions
 - (1) The Company has no repurchase agreements or securities lending transactions.
 - (2) The Company has not pledged any of its assets as collateral.
 - (3-5) Not Applicable.
- F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. <u>Joint Ventures, Partnerships and Limited Liability Companies</u>

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

NOTES TO THE FINANCIAL STATEMENTS

7. <u>Investment Income</u>

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. <u>Income Taxes</u>

No material change since year-end December 31, 2012.

10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties

- A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2012 and 2011 were approximately \$14.8 million and \$16.1 million, respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At December 31, 2012, the Company reported \$5.2 million amounts due to Humana, Inc. Amounts due to or from parent are generally settled within 30 days.
- G. All outstanding shares of the Company are owned by the Parent Company.
- H. Not applicable.
- Not applicable.
- J. Not applicable.
- K. Not applicable.
- Not applicable.

11. <u>Debt</u>

A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

12. <u>Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans</u>

A. Defined Benefit Plans

Not Applicable.

B. Defined Contribution Plans

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2012.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

1) The Company has \$25.00 par value common stock with 100,000 shares authorized and 100,000 shares issued and outstanding. All shares are common stock shares.

NOTES TO THE FINANCIAL STATEMENTS

- 2) The Company has no preferred stock outstanding.
- 3-5) Dividends are non cumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or ten percent of policyholders surplus funds derived from realized net operating profits. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders. No dividends were paid as of March 31, 2013.
- There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- 7) Not Applicable.
- 8) Not Applicable.
- 9) Not Applicable.
- 10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$118.
- 11) Not Applicable.
- 12) Not Applicable.
- 13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of March 31, 2013.

15. Leases

No material change since year-end December 31, 2012.

16. <u>Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk</u>

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or with Concentrations of Credit Risk

- 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

- 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
 - A. ASO Plans

Not Applicable.

B. ASC Plans

Not Applicable.

- C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract
 - (1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
 - (2) As of March 31, 2013, the Company has recorded a receivable from CMS of \$1.1 million related to the cost share

NOTES TO THE FINANCIAL STATEMENTS

and reinsurance components of administered Medicare products. The Company does not have any additional receivables from payors whose account balance is greater than 10 percent of the Company's accounts receivable from uninsured A&H plans or \$10,000.

- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.
- 19. <u>Direct Premium Written/Produced by Managing General Agents/Third Party Administrators</u>

Not Applicable.

- 20. Fair Value Measurements
 - A. (1) The Company did not have any financial assets carried at fair value at March 31, 2013.
 - (2) Rollforward of Level 3 Items

Not Applicable.

- (3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2012 and March 31, 2013.
- (4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended March 31, 2013.
- (5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Not Applicable.

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable and Non-transferable Tax Credits

Not Applicable.

- G. Subprime Mortgage Related Risk Exposure
 - (1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.
 - (2) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

- (3) Direct exposure through other investments:
 - a. Residential mortgage backed securities No substantial exposure noted.
 - b. Commercial mortgage-backed securities No substantial exposure noted.
 - c. Collateralized debt obligations No substantial exposure noted.
 - d. Structured securities No substantial exposure noted.
 - e. Equity investment in SCAs- No substantial exposure noted.
 - f. Other assets No substantial exposure noted.
- (4) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

H. Retained Assets

Not Applicable.

22. Events Subsequent

Subsequent events have been considered through May 10, 2013 for the statutory statement issued on May 10, 2013. On April 1, 2013, the Company requested and received approval from the Department to pay dividends to Humana, Inc. of \$4.0 million, of which \$4.0 million was deemed extraordinary. On April 29, 2013, the Company paid this \$4.0 million dividend to Humana, Inc. No other subsequent events came to the Company's attention that were deemed necessary for disclosure.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes() No(X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

NOTES TO THE FINANCIAL STATEMENTS

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes() No(X)

If yes, give full details.

Section 3 - Ceded Reinsurance Report - Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes() No(X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

- 24. Retrospectively Rated Contracts and Contracts Subject to Redetermination
 - A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
 - B. The Company records accrued retrospective premium as an adjustment to earned premiums.
 - C. The amount of net premiums written by the Company at March 31, 2013 that are subject to retrospective rating features was \$5.3 million that represented 11.59 percent of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
 - D. Medical loss ratio rebates required pursuant to the Public Health Service Act

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were \$15.9 million. As of March 31, 2013, \$12.1 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$2.7 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1.1 million favorable prior-quarter development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated group insurance policies.

26. Intercompany Pooling Arrangements

A.-G. Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

	Est	imate Pharmacy	Pha	rmacy Rebates			A	ctual Rebates	A	ctual Rebates
	Rebates as Reported on Financial			as Billed or	A	ctual Rebates	Re	ceived Within	R	eceived More
				Otherwise	-	ceived Within	91 1	o 180 Days of	than	181 Days after
Quarter		Statements	1	Confirmed	90 I	Days of Billing		Billing		Billing
3/31/2013	\$	780,138 \$ 780,138			\$	-	\$	-	\$	-
12/31/2012	\$	289,460	\$	289,460	\$	289,460	\$	-	\$	-
9/30/2012	\$	738,409	\$	738,409	\$	634,442	\$	103,967	\$	-
6/30/2012	\$	936,016	\$	936,016	\$	807,510	\$	128,506	\$	-
3/31/2012	\$	668,539	\$	668,539	\$	356,247	\$	312,292	\$	-
12/31/2011	\$	435,386	\$	435,386	\$	435,386	\$	-	\$	-
9/30/2011	\$	537,982	\$	537,982	\$	537,982	\$	-	\$	-
6/30/2011	\$	583,020	\$	583,020	\$	583,020	\$	-	\$	-
3/31/2011	\$	593,172	\$	593,172	\$	593,172	\$		\$	
12/31/2010	\$	467,011	\$	467,011	\$	467,011	\$	-	\$	-
9/30/2010	\$	889,094	\$	889,094	\$	889,094	\$	-	\$	-
6/30/2010	\$	920,213	\$	920,213	\$	920,213	\$	-	\$	-
3/31/2010	\$	472,399	\$	472,399	\$	472,399	\$	-	\$	-

B. Risk Sharing Receivables

Risk sharing receivables include estimated recoveries on plan-to-plan and state-to-plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

29. Participating Policies

The Company has no participating policies.

30. <u>Premium Deficiency Reserves</u>

1. Liability carried for premium deficiency reserves \$ -

2. Date of the most recent evaluation of this liability March 31, 2013

3. Was anticipated investment income utilized in the calculation? Yes () No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10 percent.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

1.1			ansactions requiring the filing of Disclosu						Yes [] 1	No [X]
1.2	•	•	y state?						Yes [] 1	No []
2.1			s statement in the charter, by-laws, articl						Yes [] 1	No [X]
2.2	If yes, date of change:										
3.1	Have there been any s	substantial changes in the o	rganizational chart since the prior quarte	r end?					Yes [] 1	No [X]
3.2	•	is yes, provide a brief descri	ption of those changes.								
4.1	Has the reporting entit	ty been a party to a merger o	or consolidation during the period covere	d by this s	tatement?				Yes [] 1	No [X]
4.2		ne of entity, NAIC Company esult of the merger or consol	Code, and state of domicile (use two let idation.	ter state at	obreviation) for	r any entity th	at has				
			1 Name of Entity	NAIC C	2 ompany Code	State of I					
5.	fact, or similar agreem	nent, have there been any si	agreement, including third-party adminis gnificant changes regarding the terms of					Yes []	No [X	(] N	NA []
0.4	If yes, attach an expla								4	0/0	1/0040
6.1	State the as of date th	at the latest financial examin	ion of the reporting entity was made or is nation report became available from eith	er the state	e of domicile o	r the reportin	g entity.				1/2010 1/2010
6.3	State as of what date or the reporting entity.	the latest financial examinat This is the release date or o	ince sheet and not the date the report wa ion report became available to other stat completion date of the examination repor	es or the p t and not t	oublic from eith	ner the state of examination	of domicile (balance				
6.4	By what department o								U	17 / 03	5/2012
	Illinois Department	of Insurance									
6.5			e latest financial examination report beer					Yes [X]	No [] 1	NA []
6.6	Have all of the recomr	mendations within the latest	financial examination report been compl	ed with?				Yes [X]	No [] 1	NA []
7.1			thority, licenses or registrations (includir during the reporting period?						Yes [] [No [X]
7.2	If yes, give full informa								٠	•	
8.1	Is the company a subs	sidiary of a bank holding con	npany regulated by the Federal Reserve	Board?					Yes [] [No [X]
8.2		_	of the bank holding company.								
8.3	Is the company affiliate	ed with one or more banks,	thrifts or securities firms?						Yes [] 1	No [X]
8.4	federal regulatory serv	vices agency [i.e. the Federa	names and location (city and state of the Il Reserve Board (FRB), the Office of the curities Exchange Commission (SEC)] a	Comptroll	er of the Curre	ency (OCC),	the Federal				
		1	2		3	4	5	6			
	Δffili	iate Name	Location (City State)		FRR	OCC	FDIC	SEC			

${\bf STATEMENT\ AS\ OF\ MARCH\ 31,\ 2013\ OF\ THE\ Humana\ Benefit\ Plan\ of\ Illinois,\ Inc.}$

GENERAL INTERROGATORIES

9.1	similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	Yes [X]	No []
	(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;		
	(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;		
	(c) Compliance with applicable governmental laws, rules and regulations;		
	(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and		
	(e) Accountability for adherence to the code.		
9.11	If the response to 9.1 is No, please explain:		
9.2	Has the code of ethics for senior managers been amended?	Yes []	No [X]
9.21	If the response to 9.2 is Yes, provide information related to amendment(s).		
9.3	Have any provisions of the code of ethics been waived for any of the specified officers?	Yes []	No [X]
9.31	If the response to 9.3 is Yes, provide the nature of any waiver(s).		
	FINANCIAL		
10.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes []	No [X]
10.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$		
	INVESTMENT		
11.1	Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available	Yes []	No [X]
11.2	If yes, give full and complete information relating thereto: N/A		
12.	Amount of real estate and mortgages held in other invested assets in Schedule BA:\$		0
13.	Amount of real estate and mortgages held in short-term investments:		0
14.1	Does the reporting entity have any investments in parent, subsidiaries and affiliates?	Yes []	No [X]
14.2	2 If yes, please complete the following:		
	1 2 Prior Year-End Current Quarter Book/Adjusted Book/Adjusted Carrying Value Carrying Value		
	14.21 Bonds \$		
	14.22 Freiened Glock		
	14.24 Short-Term Investments		
	14.25 Mortgage Loans on Real Estate \$		
	14.27 Total Investment in Parent, Subsidiaries and Affiliates		
	(Subtotal Lines 14.21 to 14.26)\$ \$		
	above0 \$0		
15.1	Has the reporting entity entered into any hedging transactions reported on Schedule DB?	Yes []	No [X]
15.2	If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?	Yes []	No []

If no, attach a description with this statement.

${\bf STATEMENT\ AS\ OF\ MARCH\ 31,\ 2013\ OF\ THE\ Humana\ Benefit\ Plan\ of\ Illinois,\ Inc.}$

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

	16.2 Total book a	ue of reinvested collateral as djusted/carrying value of rein e for securities lending report	vested collateral assets rep		DL, Parts 1 and 2 \$	0 0
17.	Excluding items in S entity's offices, vault pursuant to a custod Considerations, F. O	chedule E – Part 3 – Special s or safety deposit boxes, we ial agreement with a qualified outsourcing of Critical Functic	Deposits, real estate, mortere all stocks, bonds and ot d bank or trust company in ons, Custodial or Safekeepi	her securities, owned accordance with Sec ng Agreements of th	stments held physically in the reporting d throughout the current year held stion 1, III – General Examination e NAIC Financial Condition Examiners	
17.1	For all agreements the	hat comply with the requirem	ents of the NAIC Financial	Condition Examiners	s Handbook, complete the following:	
		Name of	1 Custodian(s)		2 Custodian Address	
		JP Morgan Chase		16th Floor Mai Brooklyn, NY 1	enter	
17.2	For all agreements to location and a complete		•		aminers Handbook, provide the name,	
		1 Name(s)	2 Locatio		3 Complete Explanation(s)	
	·	changes, including name changes, including name changes	.,	identified in 17.1 du	ing the current quarter?	Yes [] No [X]
		1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason	
17.5		nt advisors, broker/dealers or curities and have authority to			nat have access to the investment natity:	
		1 Central Registration	n Depository	2 Name(s)	3 Address	
		107105.00	Blackrock,	Inc	.40 East 52nd Street, New York, NY 1002	22
18.1 18.2						

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.	Operating Percentages:			
	1.1 A&H loss percent		88	.0 %
	1.2 A&H cost containment percent		4	.0 %
	1.3 A&H expense percent excluding cost containment expenses		8	.4 %
2.1	Do you act as a custodian for health savings accounts?	_	Yes [] No	o [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.	\$		
2.3	Do you act as an administrator for health savings accounts?		Yes [] No	o [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date	\$		

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

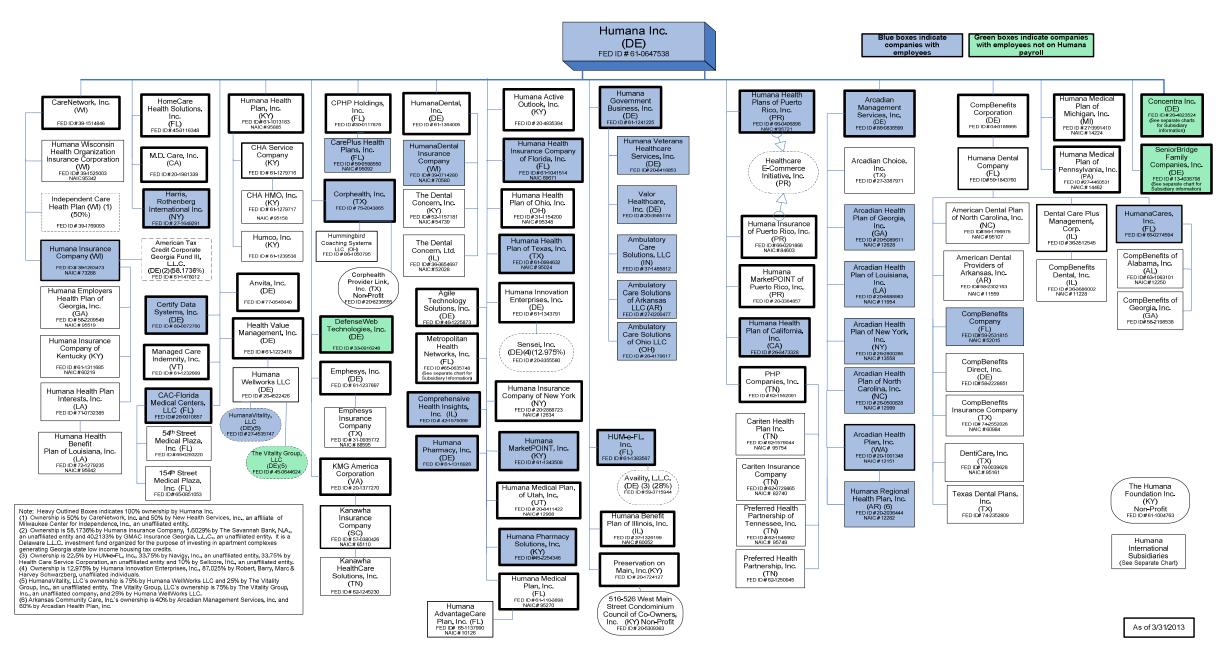
1 NAIC	2 Federal	3 Effective	4	5 Domiciliany	6 Type of Reinsurance	7 Is Insurer Authorized?
Company Code	ID Number	Date	Name of Reinsurer	Domiciliary Jurisdiction	Ceded	(Yes or No)
Company Code		24.0	Tallo of Tollows	04.104.104.1		(100 01110)
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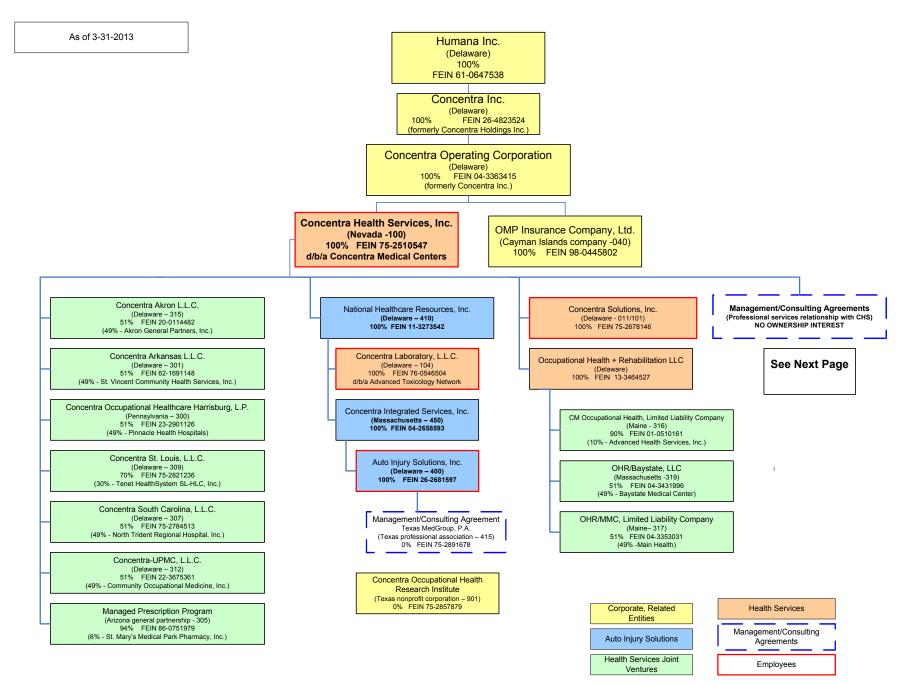
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

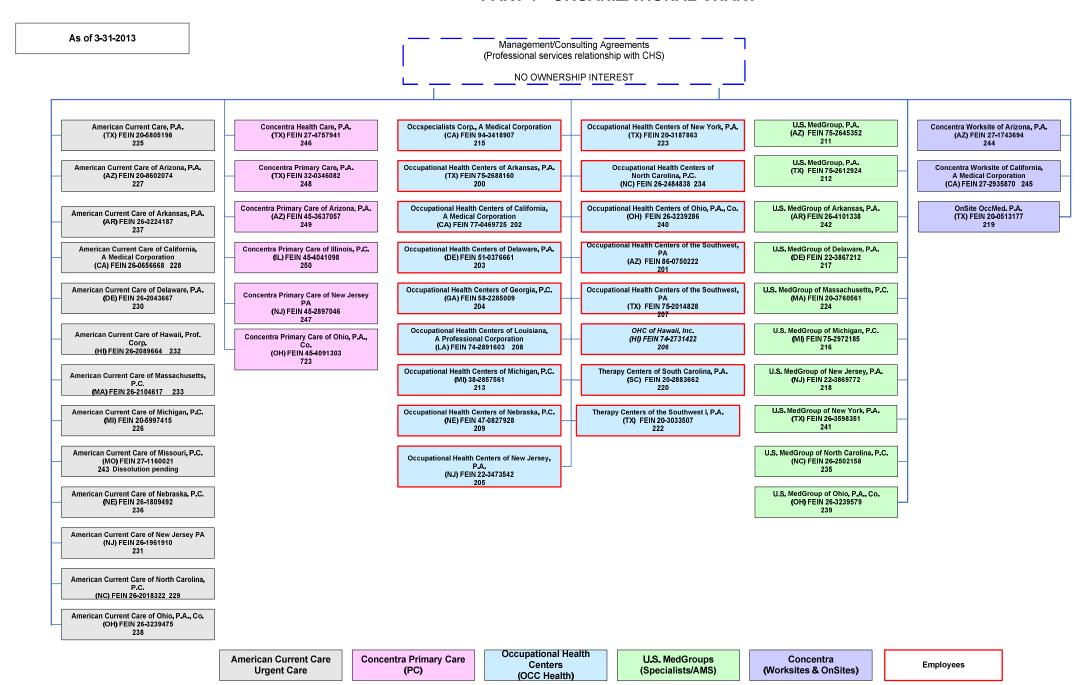
Current Year to Date - Allocated by States and Territories

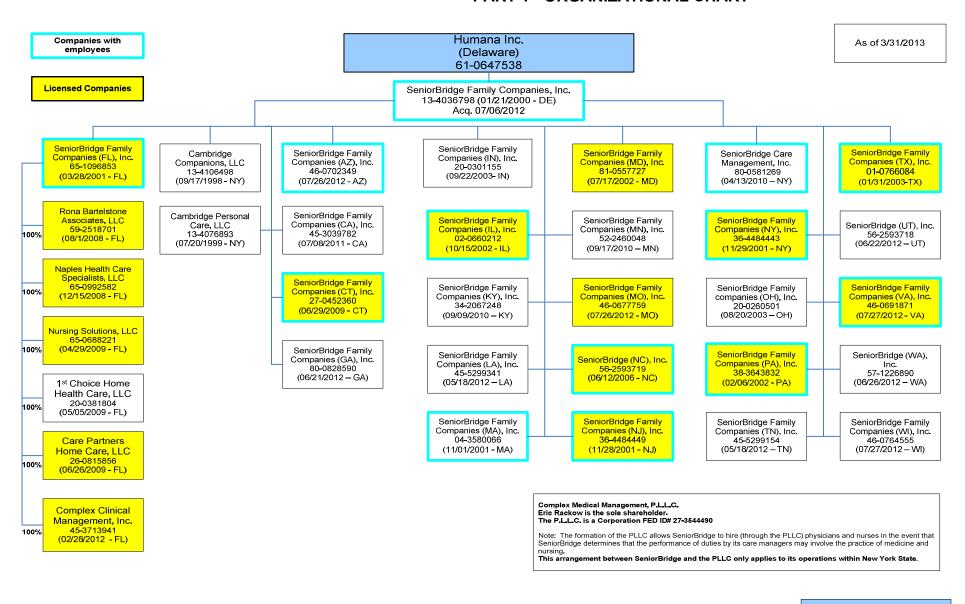
			1	Current Year	r to Date - Allo	cated by States	s and Territorie Direct Bus				
			'	2	3	4	5 Federal Employees	6	7	8	9
	States, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
i	Alabama		N							0	
i	Alaska Arizona		N			l		l	l	0	
	Arkansas		L							0	
1	California		N							0	
	Colorado		LN			 		<u> </u>	 	0	
	Connecticut Delaware		NN.							.I	
	Dist. Columbia		N							0	
10.	Florida	FL	N							0	
1	Georgia		L							J0	
i	HawaiiIdaho		LL						l	o	
1	Illinois		L	85 , 398	42 , 428 , 138		1,741,719			44,255,255	
i	Indiana		ļ							0	
i	lowa Kansas		L			l				ļ0	
1	Kansas Kentucky		LL							n	
1	Louisiana		N.							0	
i	Maine		LL			<u> </u>				0	
1	Maryland		NNNNN							0	
1	Massachusetts Michigan		LL							n	
	Minnesota		L							0	
1	Mississippi		ļ							0	
i	Missouri		LL							J0	
	Montana Nebraska		L							o	
	Nevada		N							0	
	New Hampshire		N							0	
1	New Jersey		NNNNN							J0	
1	New Mexico New York		NN.							o	
1	North Carolina		L							0	
35.	North Dakota	ND	LL							0	
1	Ohio Oklahoma		N							J0	
1	Oregon		LL						l	o	
1	Pennsylvania		L	7 , 260	1,176,959					1,184,219	
1	Rhode Island		N							0	
	South CarolinaSouth Dakota		L			 			 	0	
1	Tennessee		LL							0	
1	Texas		L							0	
1	Utah	UT	N							0	
1	Vermont Virginia		L							0 n	
1	virginia Washington									0	
1	West Virginia		L							0	
i	Wisconsin		LL			l		<u> </u>	ļ	ļ0	
1	Wyoming American Samoa		lNNNNNN						L	0 n	
i	Guam		N							0	
1	Puerto Rico		N			ļ		ļ	ļ	0	
1	U.S. Virgin Islands		NNNNNN			l			l	ļ0	
1	Northern Mariana Islands Canada		NN.				<u> </u>			n	
	Aggregate other alien		XXX	0	0	0	0	0	0	0	0
59.	Subtotal		XXX	92,658	43,605,097	0	1,741,719	0	0	45,439,474	0
	Reporting entity contribution Employee Benefit Plans Total (Direct Business)		XXX(a) 31	92,658	43,605,097	0	1,741,719	0	0	0 45,439,474	
J1.	DETAILS OF WRITE-INS		, 31	52,000	10,000,007		1,171,113			10,700,414	
58001			XXX								
58002				+		†	İ	<u> </u>		<u> </u>	<u> </u>
			XXX			<u> </u>			l	ļ	-
58003			XXX								
	Summary of remaining write Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
	Totals (Lines 58001 through plus 58998) (Line 58 above		XXX	0	0	0	0	0	0	0	0
<u> </u>						l ∪ ciled RRGs; (Q) Q			· ·		1 0

⁽L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

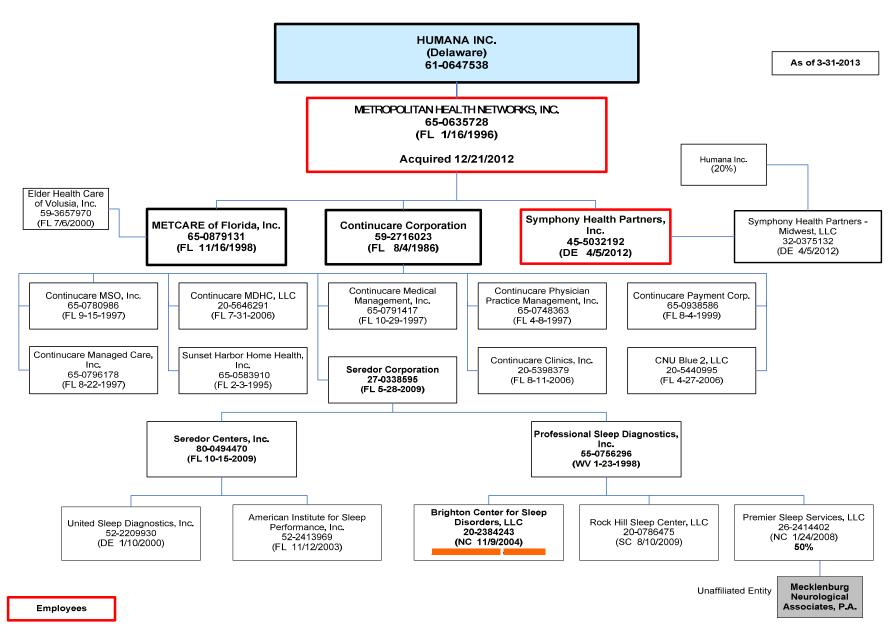




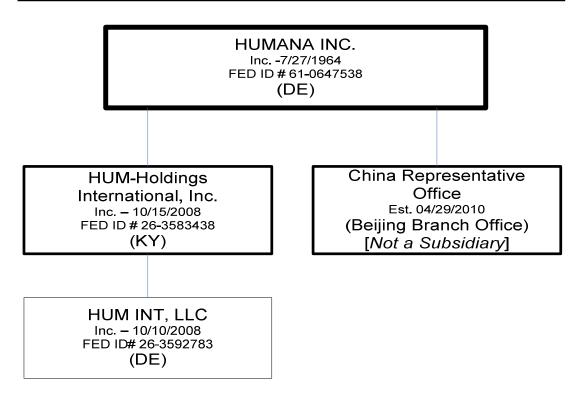




See next page for Branch Office Locations



HUMANA INTERNATIONAL SUBSIDIARIES



16

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
						Name of					Type of Control			1
						Securities					(Ownership,			1
						Exchange if					Board,	If Control is	Ultimate	1
		NAIC	Federal			Publicly	Name of		Relationship to		Management,	Ownership	Controlling	1
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	1
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
00119	Humana Inc.	00000	. 39 - 1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership		Humana Inc	0
00119	Humana Inc.	95885	61 - 1013183	l			Humana Health Plan, Inc.	KY	I A_	Humana Inc.	Ownership.	100.0	Humana Inc	0
00119	Humana Inc.	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork. Inc.	Ownership		Humana Inc.	0
							Humana Employers Health Plan of			1				
00119	Humana Inc	95519	58-2209549				GA. Inc.	GA	IA	Humana Insurance Company	Ownership	100 0	Humana inc	0
00110		1					Humana Insurance Company of			1			Traincard Trio	
00119	Humana Inc.	60219	61-1311685				Kentucky	KY	IA	Humana Insurance Company	Ownership	100.0	Humana Inc	1 0
00119	Humana Inc.	54739	52-1157181				The Dental Concern. Inc.	KY	I A	HumanaDental. Inc.	Ownership		Humana Inc.	0
00119	Humana Inc.	52028	36-3654697				The Dental Concern. Ltd.	IL	IA	HumanaDental. Inc.	Ownership		Humana Inc.	0
00110	Transaria 1110	02020					Humana Wisc. Health Org. Ins.			Trainaraborrear, mo.	0 11101 0111 p		Trainaria Tito	
00119	Humana Inc.	95342	39 - 1525003				Corp	WI	IA	CareNetwork. Inc	Ownership	100.0	Humana Inc	1 0
00119	Humana Inc	00000	61-1223418				Health Value Management, Inc	DE	NIA	Humana Inc.	Ownership		Humana Inc	
00113		. 00000	. 01-1223410				Humana Health Ins. Co. of			Tiuliana inc	Owner sirrp	100.0	Tiulilana Inc	
00119	Humana Inc.	69671	61-1041514				Florida. Inc.	FI	IA	Humana Inc.	Ownership	100.0	Humana Inc.	1 0
00119	111011111111111111111111111111111111111	0907 1	. 01-1041314				Humana Health Plan of Ohio,	I L	I <i>T</i>		Owner Sirrp	100.0	Hulliana Inc	
00119	Humana Inc.	95348	31-1154200				Inc.	OH	IA	Humana Inc.	Ownership	100.0	Humana Inc.	
00119	numana mc	90040	. 31-1104200				Humana Health Plan of Texas.	∪П		Inuliana inc	ownership	100.0	nulliana mc	⁰
00110	Illumana Las	95024	C4 0004C22					TV	1.4	Humana Inc.	Ownership	100.0	Humana Jaa	1 .
00119	Humana Inc.	95024	61-0994632				Inc.	TX	IA				Humana Inc	I0
00119	Humana Inc	95270	61-1103898				Humana Medical Plan, Inc	FL	IA	Humana Inc	Ownership	100.0	Humana Inc	
00440	l						Humana Government Business,	5.5		l		400.0		1
00119	Humana Inc	00000	61 - 1241225				Inc	DE	NIA	.Humana Inc	Ownership		Humana Inc	10
00119	Humana Inc.	00000	61 - 1232669				Managed Care Indemnity, Inc	VT	IA	Humana Inc.	Ownership		Humana Inc	10
00119	Humana Inc.	00000	61 - 1343508				Humana MarketPOINT, Inc	KY	NIA	Humana Inc	Ownership		Humana Inc	0
00119	Humana Inc	00000	61 - 1239538				Humco, Inc	KY	NIA	Humana Health Plan, Inc	Ownership	100.0	Humana Inc	0
	l						Humana Health Plans of Puerto							1
00119	Humana Inc.	95721	66-0406896				Rico, Inc.	PR	IA	Humana Inc	Ownership	100.0	Humana Inc	10
							Humana Insurance of Puerto							1 1
00119	Humana Inc	84603	66-0291866				Rico, Inc	PR	I A	Humana Inc	Ownership		Humana Inc	0
00119	Humana Inc	. 00000	61 - 1364005				HumanaDental, Inc	DE		Humana Inc	Ownership		Humana Inc	0
00119	Humana Inc	70580	39-0714280				HumanaDental Insurance Company	WI		HumanaDental, Inc	Ownership		Humana Inc	10
00119	Humana Inc	00000	61-1237697				Emphesys, Inc	DE	NIA	Humana Inc	Ownership		Humana Inc	0
00119	Humana Inc.	88595	31-0935772	[Emphesys Insurance Company	TX	IA	Emphesys, Inc.	Ownership		Humana Inc	0
00119	Humana Inc.	00000	61-0647538			NYSE	Humana Inc.	DE	UDP		Ownership		Humana Inc	0
00119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	0
00119	Humana Inc	00000	61 - 1383567				HUM-e-FL, Inc	FL	NIA	.Humana Inc	Ownership	100.0	Humana Inc	0
				[Comprehensive Health Insights,				· ·			1 1
00119	Humana Inc	00000	42-1575099	[Inc	IL	NIA	.Humana Inc	Ownership	100.0	Humana Inc	0
1							Humana Health Plan Interests,				İ '			1 1
00119	Humana Inc.	00000	71-0732385]			Inc.	LA	NIA	Humana Insurance Company	Ownership	100.0	Humana Inc	0
							Humana Health Benefit Plan of			Humana Health Plan Interests.	'			1 1
00119	Humana Inc	95642	72-1279235]			LA. Inc.	LA	IA	Inc.	Ownership	100.0	Humana Inc	0
							Humana Innovation Enterprises,							
00119	Humana Inc.	00000	61-1343791	1			Inc.	DE	NIA	Humana Inc.	Ownership	100 0	Humana Inc	1 0
00119	Humana Inc.	00000	20-1724127	1			Preservation on Main. Inc.	KY	NIA	Humana Inc.	Ownership		Humana Inc.	n
00110	1110	1		1			CAC-Florida Medical Centers,			1	5 51 5111 p			ı l
00119	Humana Inc.	00000	26-0010657	1			LLC	FL	NIA	Humana Inc.	Ownership.	100.0	Humana Inc.	ا ۱
00119	Humana Inc.	95092	59-2598550	1			CarePlus Health Plans. Inc.	FL	NIA	CPHP Holdings, Inc.	Ownership		Humana Inc.	n
00119	Humana Inc.	00000	75-2043865				Corphealth, Inc.	TX	NIA	Humana Inc.	Ownership		Humana Inc	n
00110	Fridiliaria 1110		. 10-2040000				1001 priod I til, 1110	I /\		Triulliana 1110	Omitio 1 9111 P	1	Hullialla IIIC	J

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						Name of					Type of Control			
						Securities					(Ownership,			
						Exchange if					Board,	If Control is	Ultimate	
1 _		NAIC	Federal			Publicly	Name of	l	Relationship to		Management,	Ownership	Controlling	
Group	0	Company	ID	Federal	OU	Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	1
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity UDP	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	
00119	Humana Inc	. 00000	. 30-0117876				. CPHP Holdings, Inc American Tax Credit Corp GA	FL		Humana Inc	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	61-1478012				Fund III.LLC	DE	OTH	See Footnote 1	Other	0.0	Humana Inc.	1 1
00119	numana mc.	. 00000	01-14/0012				Truna III,LLG	DE	VIT	. See Foothote I	Board of	0.0	nulliana mc	
00119	Humana Inc.	00000	. 59-3715944				Availity, L.L.C	DE	0TH.	See Footnote 2	Directors	0.0	Humana Inc.	
00119	Humana Inc.	00000	61-1279716					KY	NIA	Humana Health Plan. Inc	Ownership		Humana Inc	
00119	Humana Inc.	95158	61-1279717				CHA HMO. Inc.	KY		CHA Service Company	Ownership		Humana Inc	0
00119		. 95 150	. 01-12/9/1/				Healthcare E-Commerce	N1		CITA Service Company	. Ownersinp	100.0	Hulliana IIIC	
00119	Humana Inc.	00000	20-2620891				Initiative. Inc.	PR_	0TH	See Footnote 4	Other	1 00	Humana Inc.	1 1
00119	Humana Inc.	00000	20-4835394				Humana Active Outlook, Inc.	KY	NIA	Humana Inc.	Ownership		Humana Inc.	Δ
00119	Humana Inc.	00000	39-1769093				Independent Care Health Plan	WI	0TH	See Footnote 5.	Other		Humana Inc	5
00119	Humana Inc	00000	20-3355580				Sense i . Inc	DE	OTH	See Footnote 6	Other		Humana Inc	6
00110	Transaria 1110	00000	20 0000000				515-526W MainSt			000 1 00111010 0	0 (1101	1	Tidilidita Tito	
00119	Humana Inc.	00000	20-5309363				CondoCouncilofCo-Owners	KY	NIA.	Preservation on Main, Inc	Ownership.	100.0	Humana Inc.	6
00119	Humana Inc.	00000	20-8236655				Corphealth Provider Link, Inc.	TX	NIA	Corphealth, Inc.	Ownership		Humana Inc	0
00119	Humana Inc.	00000	33-0916248				DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership.		Humana Inc.	0
		1					Humana Insurance Company of New				'			
00119	Humana Inc.	12634	20-2888723				York	NY	I.A	Humana Inc.	Ownership	100.0	Humana Inc.	0
							Humana MarketPOINT of Puerto							
00119	Humana Inc.	00000	20-3364857				Rico. Inc.	PR	NIA	Humana Inc.	Ownership	100.0	Humana Inc	0
							Humana Medical Plan of Utah,							
00119	Humana Inc.	12908	20-8411422				Inc.	UT	IA	Humana Inc.	Ownership	100.0	Humana Inc	0
							Humana Veterans Healthcare			Humana Government Business,	·			i I
00119	Humana Inc	00000	. 20-8418853				Services, Inc	DE	NIA	Inc	Ownership	100.0	Humana Inc	0
							American Dental Plan of N. C.,							
00119	Humana Inc.	95107	. 56 - 1796975				. Inc.	NC	IA	Humana Dental Company	Ownership	100.0	Humana Inc	0
							American Dental Providers of							
00119	Humana Inc	11559	. 58-2302163				Ark., Inc	AR	I A	Humana Dental Company	Ownership		Humana Inc	0
00119	Humana Inc	52015	. 59-2531815				CompBenefits Company	FL	I A	Humana Dental Company	Ownership		Humana Inc	0
00119	Humana Inc.	00000	. 04-3185995				CompBenefits Corporation	DE	NIA	Humana Inc.	Ownership		Humana Inc	0
00119	Humana Inc	00000	. 59 - 1843760				. Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.0	Humana Inc	0
00440	Illumana Lan	44000	20 2020000				O D ('A. D A. I. I.			Dental Care Plus Management	0	400.0	Ithornes Tax	_
00119	Humana Inc.	11228	36-3686002				CompBenefits Dental, Inc.	IL	IA	Corporation	Ownership		Humana Inc	<u></u>
00119	Humana Inc	00000	58-2228851				CompBenefits Direct, Inc.	DE	IA	Humana Dental Company	Ownership		Humana Inc	<u>0</u>
00119	Humana Inc	60984 12250	74-2552026 63-1063101				CompBenefits Insurance Company	TX	. A	Humana Dental Company	Ownership		Humana Inc	0
00119	Humana Inc	12250					CompBenefits of Alabama, Inc	GA	I A	HumanaCares, Inc	Ownership		Humana Inc Humana Inc.	
00119	Humana Inc		. 58-2198538	-			CompBenefits of Georgia, Inc Dental Care Plus Management	bA	IA	HumanaCares, Inc	Ownership		numana inc	U
00119	Humana Inc.	00000	36-3512545					IL	NIA	Humana Dental Company	Ownership	100.0	Humana Inc.	0
00119	Humana IncI	95161	76-0039628				Corp DentiCare, Inc	TX	NTA	Humana Dental Company Humana Dental Company	Ownership		Humana Inc Humana Inc	
00119							Kanawha HealthCare Solutions.	I /\	IA	Tiuliana Dentai Gulipany	Owner 2111b	100.0	Hullidia IIIC	U
00119	Humana Inc.	00000	62-1245230				Inc	TN	IA	Kanawha Insurance Company	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	65110	57 - 0380426	1			Kanawha Insurance Company	SC		KMG America Corporation	Ownership		Humana Inc	
00119	Humana Inc.	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc.	Ownership		Humana Inc	0 n
00119	Humana Inc.	00000	65-0274594	1			HumanaCares, Inc.	FL	NIA	Humana Dental Company	Ownership		Humana Inc	o
00119	Humana Inc.	00000	74-2352809				Texas Dental Plans. Inc.	TX		Humana Dental Company	Ownership	100.0	Humana Inc	o
00119	Humana Inc.	95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc	Ownership		Humana Inc.	n
00119	Humana Inc.	82740	62-0729865	-			Cariten Insurance Company	TN	IA	PHP Companies, Inc.	Ownership		Humana Inc.	n
00110	Transacta TTO	102170	102 0120000			·	Tour reon mourance company			1111 Ocilipai 1100, 1110	v 1101 3111		mana mo	I

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						Name of					Type of Control			
						Securities					(Ownership,			
						Exchange if					Board,	If Control is	Ultimate	
_		NAIC	Federal			Publicly	Name of		Relationship to		Management,	Ownership	Controlling	
Group		Company	, ID	Federal	0117	Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	1
00119	Humana Inc	10126	65-1137990				Humana AdvantageCare Plan, Inc Humana Benefit Plan of	FL	IA	Humana Medical Plan, Inc	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	60052	37 - 1326199						OTH	Humana Inc.	Ownership	100.0	Humana Inc.	19
00119	numana mc	00032	. 37 - 1320 199				Illinois, Inc Humana Health Plan of	L	UIП		ownership	100.0	nulliana mc	19
00119	Humana Inc	00000	. 26-3473328				California, Inc	CA	IA	Humana Inc	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	62-1552091				PHP Companies, Inc	TN	NIA	Humana Inc.	Ownership		Humana Inc	.
00113	Triuliaria Tric		. 02 - 100200 1				Preferred HIth Partnership of	I IN		Trumana Tric	Owner Sirrp	100.0		1
00119	Humana Inc.	95749	62-1546662				Tenn., Inc.	TN	IA	PHP Companies, Inc	Ownership	100.0	Humana Inc.	0
00113	Tridiliaria Tric						Preferred Health Partnership.			1111 Oompairies, 1110	. Ownership	100.0	Tidilidia Tilo	1
00119	Humana Inc.	00000	62-1250945				Inc.	TN	NIA	PHP Companies, Inc.	Ownership	100.0	Humana Inc.	0
00119	Humana Inc	00000	26-4522426				Humana WellWorks LLC.	DE	NIA	Health Value Management, Inc.	Ownership		Humana Inc	0
00119	Humana Inc.	00000	26-4823524			1	Concentra Inc.	DE	NIA	Humana Inc.	Ownership		Humana Inc	0
00110	Trainerra Trio	00000	102002				Humana Medical Plan of			Transaria Trio	0 1111 O 1 0 1 1 1 P		Trainaria Trio	1
00119	Humana Inc.	14224	27 - 3991410				Michigan. Inc.	MI	NIA	Humana Inc.	Ownership.	100.0	Humana Inc.	0
							Humana Medical Plan of							
00119	Humana Inc.	00000	27 - 4660531				Pennsylvania, Inc.	PA	NIA	Humana Inc.	Ownership	100.0	Humana Inc.	0
İ							Hummingbird Coaching Systems				İ '			i i
00119	Humana Inc.	00000	86 - 1050795				LLC	0H	NIA	Corphealth, Inc.	Ownership	100.0	Humana Inc	0
00119	Humana Inc	00000	. 86 - 1050795				The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.0	Humana Inc	
00119	Humana Inc	00000	. 27 -4535747				HumanaVitality, LLC	DE	OTH	See Footnote 7	Ownership		Humana Inc	
00119	Humana Inc	00000	45-2254346				Humana Pharmacy Solutions, Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	45-3116348				HomeCare Health Solutions, Inc	FL	NIA	Humana Inc	Ownership		Humana Inc	.
00119	Humana Inc	00000	20-1981339				M.D. Care, Inc	CA	IA	Humana Inc	Ownership		Humana Inc	. 0
00119	Humana Inc	00000	. 77 - 0540040				Anvita, Inc	DE	NIA	Humana Inc.	Ownership	100.0	Humana Inc	. 0
00440	l									Arcadian Management Services,		400.0	l	
00119	Humana Inc.	00000	. 27 - 3387971				Arcadian Choice, Inc	ТХ	NIA	Inc.	Ownership	100.0	Humana Inc	. 0
00440	l	40000					Arcadian Health Plan of			Arcadian Management Services,		400.0	l	
00119	Humana Inc	12628	. 20-5089611				Georgia, Inc	GA	IA	Inc	.Ownership	100.0	Humana Inc	. 0
00440	Harris Inc.	44054	00 0000000				Arcadian Health Plan of		1.4	Arcadian Management Services,	O	400.0	Illiania de la c	
00119	Humana Inc	11954	. 20-8688983				Louisiana, Inc.	LA	IA	Inc Arcadian Management Services,	Ownership	100.0	Humana Inc	. 0
00119	Humana Inc.	13558	26-2800286				Arcadian Health Plan of New York, Inc.	NY	IA	Inc.	Ownorobin	100.0	Humana Inc.	17
00119	numana mc	13330	20-2000200				Arcadian Heath Plan of North	IN T	IA	Arcadian Management Services,	Ownership	100.0	nullaria iiic	
00119	Humana Inc.	12999	26-0500828				Carolina, Inc.	NC	IA	Inc	Ownership.	100.0	Humana Inc.	17
00118	Tiuliana IIIC		. 20-0300020			1	loarorma, mo	INO	IM	Arcadian Management Services,	0#11019111h	100.0	Humana IIIC	11/
00119	Humana Inc.	12151	20-1001348				Arcadian Health Plan, Inc	WA	IA	Inc	Ownership	100.0	Humana Inc.	17
00118			20-1001040				Arcadian Management Services,			Arcadian Management Services,	. omilioi sii i p	100.0	mulliana mo	11/
00119	Humana Inc.	00000	86-0836599				Inc	DE	NIA	Inc	Ownership.	100.0	Humana Inc.	17
00110	Transaria IIIO									Arcadian Management Services,	. omioranip			1
							Humana Regional Health Plan,			Inc./Arcadia Health Plan,				
00119	Humana Inc.	12282	20-2036444				Inc	AR	IA	Inc	Ownership	100 0	Humana Inc.	18
	1110	-202								Humana Government Business,	1			
00119	Humana Inc	00000	20-3585174]	Valor Healthcare, Inc	DE	NIA	Inc	Ownership	100.0	Humana Inc	17
		İ	1]	Harris, Rothenberg				İ '			
00119	Humana Inc	00000	27 - 1649291				International Inc.	NY	NIA	Humana Inc.	Ownership	100.0	Humana Inc	17
] "]"			SeniorBridge Family Companies,							
00119	Humana Inc	00000	13-4036798				Inc	DE	NIA	Humana Inc	Ownership	100.0	Humana Inc	17

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						Name of					Type of Control			
						Securities Exchange if					(Ownership, Board,	If Control is	Ultimate	
		NAIC	Federal			Publicly	Name of		Relationship to		Management,	Ownership	Controlling	
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
				111111			Ambulatory Care Solutions of			Humana Government Business.		· · · · · · · · · · · · · · · · · · ·	1 0.00(0)	
00119	Humana Inc.	00000	27 - 0200477				Arkansas ĹLC	AR	NIA	Inc.	Ownership	100.0	Humana Inc	17
							Ambulatory Care Solutions of			Humana Government Business,	,			
00119	Humana Inc	00000	26-4179617				Ohio LLC.	0H	NIA	Inc	Ownership	100.0	Humana Inc	17
										Humana Government Business,				
00119	Humana Inc	00000	. 37 - 1485812				. Ambulatory Care Solutions, LLC	I N	NIA	Inc	Ownership	100.0	Humana Inc	17
										CAC-Florida Medical Centers,				
00119	Humana Inc.	00000	65-0293220				54th Street Medical Plaza, Inc.	FL	NIA	LLC	Ownership	100.0	Humana Inc	17
00440	l., .	00000	05 0054050				154th Street Medical Plaza,			CAC-Florida Medical Centers,		400.0		47
00119	Humana Inc.	00000	65-0851053			ł	Inc.	FL	NIA	LLC.	Ownership	100.0	Humana Inc	17
00440	Himana Ina	00000	46-1225873				Agile Technology Solutions,	DE	NI A	Humana Inc.	Ownership	100.0	lliumana laa	
00119	Humana Inc		80-0072760				IncCertify Data Systems, Inc	DF	NIANIA	Humana Inc Humana Inc.	Ownership		Humana Inc Humana Inc	0
00119	пишана тис	00000	. 00-00/2/00				American Current Care of	DE	NI A	numana mc	Board of	100.0	numana mc	
00119	Humana Inc.	00000	20-8602074				Arizona. P.A.	AZ	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00113	Trumana mo		. 20-0002074			1	American Current Care of			100111016 17	Board of	0.0	Tiuliana mo	
00119	Humana Inc.	00000	26-3224187				Arkansas, P.A.	AR	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Trainaria Trio.		20 022+107				Amer Current Care of CA, A Med.			000 1 00111010 17	Board of		Tidilidilid	
00119	Humana Inc.	00000	26-0656668				Corp.	CA	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
00110	Trainaria 1110	00000	20 0000000			1	American Current Care of DE.			1 000 1 00111010 17	Board of		111011111111111111111111111111111111111	
00119	Humana Inc.	00000	26-2043667				P.A.	DE	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
							American Current Care of HI,				Board of			
00119	Humana Inc.	00000	26-2089664				Prof. Corp.	HI	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
				i i			American Current Care of MA,				Board of			
00119	Humana Inc.	00000	. 26-2104617				P.C	MA	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
							American Current Care of				Board of			
00119	Humana Inc	00000	. 20-5997415				Michigan, P.C	MI	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
00440	l						American Current Care of				Board of	400.0		
00119	Humana Inc	00000	. 27 - 1160021				Missouri, P.C	MO	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
00440	Himana Ina	00000	26-1809492				American Current Care of	NF	NII A	Can Fastanta 17	Board of		Humana Ina	17
00119	Humana Inc	00000	. 20 - 1809492				Nebraska, P.C American Current Care of New	NE	NIA	See Footnote 17	Directors Board of	0.0	Humana Inc	17
00119	Humana Inc.	00000	26-1961910				Jersey PA	NJ.	NIA	See Footnote 17	Directors.	100.0	Humana Inc.	17
00119	Tiuliana mic		. 20-1901910				American Current Care of NC.		NI M	1 366 1 00111016 17	Board of	100.0	Tiuliana mic	17
00119	Humana Inc		26-2018322	1			P C	NC	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00110	Triuliana 1110		20-20 10022	1		1	American Current Care of Ohio,			1000 00111016 17	Board of			17
00119	Humana Inc.		26-3239475	1			P.A., Co	OH	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00110	1110		120 0200 11 0				1				Board of			
00119	Humana Inc.	00000	20-5805198				American Current Care. P.A.	TX	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
										Concentra Integrated				
00119	Humana Inc	00000	26-2681597	.]		<u> </u>	Auto Injury Solutions, Inc	DE	NIA	Services, Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc	00000	. 01-0510161	.[CM Occupational Health, L.L.C	ME	NIA	See Footnote 8	Joint Venture	0.0	Humana Inc	88
00119	Humana Inc	00000	20-0114482				Concentra Akron, L.L.C	DE	NIA	See Footnote 9	Joint Venture		Humana Inc	9
00119	Humana Inc	00000	62-1691148				Concentra Arkansas, L.L.C	DE	NIA	See Footnote 10	Joint Venture	0.0	Humana Inc	10
	l			1						Concentra Operating			l	
00119	Humana Inc.	00000	. 75-2510547	[ļ	Concentra Health Services, Inc.	NV	NIA	Corporation	Ownership		Humana Inc	17
00119	Humana Inc.	00000	26-4823524	[Concentra Inc.	DE	NIA	Humana Inc.	Ownership		Humana Inc	17
00119	Humana Inc	00000	04-3363415			4	Concentra Operating Corporation.	DE	NIA	Concentra Inc.	Ownership	1100.0	Humana Inc	17

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						Name of					Type of Control			1
						Securities					(Ownership,	If Control is	Liltimata	
		NAIC	Federal			Exchange if Publicly	Name of		Relationship to		Board, Management,	Ownership	Ultimate Controlling	
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
Code	Group Name	Code	Number	ROOD	OIIC	international)	Concentra Integrated Services.	Location	Littly	National Healthcare	initidence, Other)	rercentage	1 613011(3)	
00119	Humana Inc.	00000	04-2658593				Inc.	MA	NIA	Resources, Inc.	Ownership	100.0	Humana Inc.	17
00110	Tramaria 1110.		2000000				1110			National Healthcare	0 11101 0111 p		Tramaria Trio	
00119	Humana Inc.	00000	76-0546504				Concentra Laboratory, L.L.C	DE	NIA	Resources, Inc.	Ownership	100.0	Humana Inc.	17
							Concentra Occ Health Research]		Concentra Health Services.				
00119	Humana Inc.		75-2857879				Institute	TX	NIA	Inc	Ownership	100.0	Humana Inc	17
							Concentra Occ Healthcare				'			1 1
00119	Humana Inc.		23-2901126				Harrisburg, L.P	PA	NIA	See Footnote 11	Joint Venture	0.0	Humana Inc	11
										Concentra Health Services,				
00119	Humana Inc.	. 00000	. 75-2678146				Concentra Solutions, Inc	DE	NIA	Inc	Ownership	100.0	Humana Inc	17
							Concentra South Carolina,							
00119	Humana Inc	. 00000	. 75-2784513				L.L.C	DE		See Footnote 12	Joint Venture		Humana Inc	12
00119	Humana Inc	. 00000	. 75-2821236				Concentra St. Louis, L.L.C	DE	NIA	See Footnote 13	Joint Venture	0.0	Humana Inc	13
00440	l., .						Concentra Worksite of Arizona,				Board of			1
00119	Humana Inc.	00000	. 27 - 1743694				IP.A	AZ	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00440	l., .	00000	07.0005070				Concentra Worksite of CA, A	0.4		0 5 1 1 17	Board of			4-7
00119	Humana Inc.	. 00000	27 - 2935870				Med. Corp.	CA	NIA	See Footnote 17	Directors		Humana Inc	17
00119	Humana Inc.	00000	. 22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 14	Joint Venture	0.0	Humana Inc	14
00440	Humana I na	00000	00 0754070				Managed Dances intime December	AZ	NII A	Concentra Health Services,	O	100.0	Humana Laa	17
00119	Humana Inc	00000	. 86-0751979				. Managed Prescription Program	AZ	NIA	Inc	Ownership	100.0	Humana Inc	17
00119	Humana Inc.	00000	11-3273542				National Healthcare Resources, Inc.	DE	NIA	See Footnote 17	Board of Directors	0.0	Humana Inc.	17
00119			. 11-32/3342				Occspecialists Corp., A Medical	DE	NTA	1 366 LOGUIDTE 17	Board of	0.0	nullialia IIIC	17
00119	Humana Inc.	00000	94-3418907				Corp.	CA	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00113	Trumana Tric						Occupational Health Centers of			1	Board of		Tiuliana mo	
00119	Humana Inc.	00000	75-2688160				AR. P.A.	ТХ	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Tramaria 1110.	100000	170 2000100				Occ Health Centers of CA, A			1	Board of		Tramaria Trio	
00119	Humana Inc		77 - 0469725				Med. Corp	CA	NIA	See Footnote 17	Directors	100 0	Humana Inc	17
0011011111			1				Occupational Health Centers of				Board of		Traincaria Trio Tition	
00119	Humana Inc.	00000	51-0376661				DE. P.A.	DE	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
							Occupational Health Centers of				Board of			1 1
00119	Humana Inc.		58-2285009				IGA. P.C.	GA	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
							Occ Health Centers of LA, A				Board of			
00119	Humana Inc.		74-2891603				Prof. Corp.	LA	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
							Occupational Health Centers of				Board of			
00119	Humana Inc	. 00000	. 38 - 2857561				MI, P.C	MI	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00440	l., .		47 0007000				Occupational Health Centers of				Board of			1
00119	Humana Inc.	00000	47 - 0827928				NE, P.C	NE	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00110	Illumana Ina	00000	00 0470540			1	Occupational Health Centers of	N. I	NII A	Can Fastureta 47	Board of	l	Humana Jan	17
00119	Humana Inc.	. 00000	22-3473542				NJ, P.A.	NJ	NIA	See Footnote 17	Directors	0.0	Humana Inc	1/
00110	Humana Ina	00000	20-3187863				Occupational Health Centers of NY. P.A.	τv	NIA	Soc Footpote 17	Board of	0.0	Humana Ina	17
00119	Humana Inc	. 00000	20-310/803			1	Occupational Health Centers of	ТХ	IN I A	See Footnote 17	Directors Board of	J	Humana Inc	1/
00119	Humana Inc.		26-2484838				NC. P.C.	NC	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00113	Triuliana IIIC		. 20-2404030				Occ Health Centers of OH, P.A.,	INO	NIA	1006 100111016 17	Board of	10.0	Humana IIIC	1/
00119	Humana Inc.	00000	26-3239286			1	ICO	OH	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Trainalla IIIO.	1				1	Occ Health Centers of the			1	Board of		manura mo	
00119	Humana Inc.	00000	86-0750222				Southwest, P.A	AZ	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
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						Name of					Type of Control			
						Securities					(Ownership,	If Control is	Ultimate	
		NAIC	Federal			Exchange if Publicly	Name of		Relationship to		Board, Management,	Ownership	Controlling	
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary		Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
Oode	Group Name	Oodc	INGITIDO	ROOD	Ont	international	Occ Health Centers of the	Location	Linuty	(Name of Entity/1 croom)	Board of	rerecitage	1 013011(3)	
00119	Humana Inc.	00000	75-2014828				Southwest . P.A	ТХ	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110											Board of		Traincarta Trio	
00119	Humana Inc.	00000	74-2731442				OHC of Hawaii, Inc.	HI	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00119	.Humana Inc	00000	04-3353031				OHR/Baystate, LLC	MA	NIA	See Footnote 15	Joint Venture	0.0	Humana Inc	15
							OHR/MMC, Limited Liability							
00119	.Humana Inc	. 00000	04 - 3353031				Company	ME	NIA	See Footnote 16	Joint Venture	100.0	Humana Inc	16
										Concentra Operating				
00119	Humana Inc.	00000	98-0445802				OMP Insurance Company, Ltd	TX	NIA	Corporation	Ownership	100.0	Humana Inc	17
00440	l., .	00000	00 0540477					T.V		0 5 1 1 17	Board of		l., .	47
00119	Humana Inc	00000	20-0513177	-			OnSite OccMed, P.A	TX	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00119	Humana Inc	00000	20-2883662				Therapy Centers of South Carolina, P.A	SC	NIA	See Footnote 17	Board of Directors		Humana Inc	17
00119		. 00000	20-2003002				Therapy Centers of the	36		. See Foothote 17	Board of	0.0	Hulliana mc	
00119	Humana Inc.	00000	20-3033507				Southwest I, P.A	TX	NIA	See Footnote 17	Directors	1 00	Humana Inc.	17
00113	Trumana mc	. 00000					Journa 1 1 1 1 1 1 1 1 1	I /\		l	Board of		Tiuliana Inc	
00119	Humana Inc.	00000	26-4101338				U.S. MedGroup of Arkansas, P.A	AR	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Transara Trio		20 1101000				Total moder oup or mindrede, 1 :m.			1	Board of		Tidilidia Tito:	
00119	Humana Inc	00000	22-3867212				U.S. MedGroup of Delaware, P.A	DE	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
							U.S. MedGroup of Massachusetts,				Board of			
00119	Humana Inc.	00000	20 - 3760561				P.C.	MA	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
											Board of			
00119	Humana Inc	00000	75-2972185				U.S. MedGroup of Michigan, P.C	MI	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
							U.S. MedGroup of New Jersey,				Board of			
00119	Humana Inc	00000	22-3869772				P.A	NJ	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
00440	l., .	00000	00 0500054					T.V		0 5 1 1 17	Board of	400.0	l., .	47
00119	Humana Inc	00000	26-3598351				U.S. MedGroup of New York, P.A	TX	NIA	See Footnote 17	Directors	100.0	Humana Inc	17
00119	Humana Inc.	00000	26-2502158				U.S. MedGroup of North Carolina. P.C.	NC	NIA	See Footnote 17	Board of Directors	0.0	Humana Inc	17
00119		. 00000	20-2002100				U.S. MedGroup of Ohio, P.A.,	INO		1 566 FOOTHOLE 17	Board of	0.0	Tullialia IIIC	
00119	Humana Inc.	00000	26-3239579				ICO	OH	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Trailaria Trio.	00000	20 0200010							1000 100011010 17	Board of		Tidilidita Tito	
00119	Humana Inc.	00000	75-2612924				U.S. MedGroup, P.A	TX	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
											Board of			
00119	.Humana Inc	00000	75-2645352				U.S. MedGroup, P.A	AZ	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
							Occupational Health +			Concentra Health Services,				
00119	.Humana Inc	00000	13-3464527				Rehabilitation LLC	DE	NIA	Inc	Ownership	100.0	Humana Inc	0
											Board of			
00119	Humana Inc.	00000	27 - 4757941				Concentra Health Care, P.A	ТХ	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00440	I thomas a final	00000	00 0040000				December Deliver Co. Deliver	T./	A	0 5	Board of		I thomas and	4-
00119	.Humana Inc	00000	32-0346082	-			Concentra Primary Care, P.A	ТХ	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00119	Humana Inc.	00000	45-2897046				Concentra Primary Care of New Jersev PA	NJ	NIA	See Footnote 17	Board of Directors	0.0	Humana Inc	17
00119			45-209/040	-			1 JEI SEY FA	INJ	INTA	. 500 FUULIIULE 1/	Board of	J	TIUIIIdHA THU	
00119	Humana Inc.	00000	75-2891678				Texas MedGroup, P.A	TX	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
00110	Transaria IIIO		2001010				Concentra Primary Care of	I /\			Board of		Tidiidid IIIO	
00119	Humana Inc.	00000	45 - 3637057				Arizona. PA	AZ	NIA	See Footnote 17	Directors	0.0	Humana Inc.	17
	1	1				1	,			1				

											1			
1	2	3	4	5	6	7 Name of	8	9	10	11	12 Type of Control	13	14	15
						Securities					(Ownership.			
						Exchange if					Board,	If Control is	Ultimate	
		NAIC	Federal			Publicly	Name of		Relationship to		Management,	Ownership	Controlling	
Group		Company	ID	Federal		Traded (U.S. or	Parent Subsidiaries	Domiciliary	Reporting	Directly Controlled by	Attorney-in-Fact,	Provide	Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
							Concentra Primary Care of				Board of			
00119	Humana Inc.	00000	45-4041098				Illinois, P.C.	IL	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00440	l., .	00000	45 4004000				Concentra Primary Care of Ohio,	011		0 5 1 1 17	Board of		l., .	47
00119	Humana Inc	00000	45-4091303			-	P.A., Co	0H	NIA	See Footnote 17	Directors	0.0	Humana Inc	17
00119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies,	DE	NIA	Humana Inc	. Ownership	100.0	Humana Inc	0
00113	Triuliaria Tric						SeniorBridge Family Companies			SeniorBridge Family	. Owner Sirrp	100.0	Tiuliana mo	
00119	Humana Inc.	00000	65 - 1096853				(FL). Inc.	FL	NIA	Companies, Inc.	Ownership	100 0	Humana Inc.	0
00110							SeniorBridge Family Companies			SeniorBridge Family				
00119	Humana Inc.	00000	46-0702349				(AZ), Inc	AZ	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
							SeniorBridge Family Companies			SeniorBridge Family				
00119	Humana Inc	00000	45-3039782				(CA), Inc	CA	NIA	Companies, Inc	. Ownership	100.0	Humana Inc	0
20110	l		07.0450000				SeniorBridge Family Companies			SeniorBridge Family		400.0	l	
00119	Humana Inc.	00000	27 - 0452360				. (CT), Inc	CT	NIA	Companies, Inc.	. Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	80-0828590				SeniorBridge Family Companies	GA	NIA	SeniorBridge Family	Ownership.	100.0	Humana Inc.	١
00119			. 00-0020090				(GA), Inc SeniorBridge Family Companies	GA	INTA	Companies, Inc SeniorBridge Family		100.0	nullialia IIIC	
00119	Humana Inc.	00000	20-0301155				(IN), Inc.	IN	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
00110	Transara Trio.		20 0001100				SeniorBridge Family Companies			SeniorBridge Family			Tramaria Trio	
00119	Humana Inc	00000	02-0660212				(IL). Inc.	IL	NIA	Companies Inc.		100.0	Humana Inc	0
							SeniorBridge Family Companies			SeniorBridge Family				
00119	Humana Inc	00000	34-2067248				(KY), Inc	KY	NIA	Companies, Inc	Ownership	100.0	Humana Inc	0
							SeniorBridge Family Companies			SeniorBridge Family			l	
00119	Humana Inc.	00000	45-5299341				(LA), Inc.	LA	NIA	Companies, Inc.	. Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	04-3580066				SeniorBridge Family Companies	MA	NIA	SeniorBridge Family Companies, Inc.	.Ownership	100.0	Humana Inc.	0
00119	nullaria IIIC		. 04-3300000				SeniorBridge Family Companies	WIA		SeniorBridge Family	. Owner Sirrp	100.0	nullialia IIIC	
00119	Humana Inc.	00000	81-0557727				. (MD) . Inc	MD	NIA	Companies, Inc	Ownership	100.0	Humana Inc	0
00110	Transaria Trio.		101 0001121				SeniorBridge Family Companies			SeniorBridge Family	0 "1101 3111 p		Tramaria Trio	
00119	Humana Inc.		52-2460048				(MN), Inc.	MN	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
							SeniorBridge Family Companies			SeniorBridge Family	İ '			İ
00119	Humana Inc.	00000	46-0677759				(MO), Inc	MO	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
00440	l		50 0500740							SeniorBridge Family		400.0	l	
00119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
00110	Humana Inc	00000	36-4484449				SeniorBridge Family Companies	N. I	NIA	SeniorBridge Family	Ownership	100.0	Humana Inc	_
00119	THUMANA THE						(NJ), Inc SeniorBridge Family Companies	NJ		Companies, IncSeniorBridge Family	Ownership		numana mc	0
00119	Humana Inc.	00000	36-4484443				(NY). Inc.	NY	NIA	Companies, Inc.	Ownership	100.0	Humana Inc.	0
00110	Tromana 1110						SeniorBridge Family Companies			SeniorBridge Family				
00119	Humana Inc.	00000	20-0260501				(OH), Inc.	0H	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
							SeniorBridge Family Companies			SeniorBridge Family				
00119	Humana Inc	00000	. 38 - 3643832				(PA), Inc	PA	NIA	Companies, Inc	. Ownership	100.0	Humana Inc	0
00445	l		45 5000 : 5 :				SeniorBridge Family Companies			SeniorBridge Family			l., .	
00119	Humana Inc.	00000	45-5299154				. (TN), Inc	TN	NIA	Companies, Inc.	.Ownership	100.0	Humana Inc	0
00110	Illumono, Inc	00000	01 0766004				SeniorBridge Family Companies	TV	NILA	SeniorBridge Family	Ownership	100.0	llumana Ina	
00119	Humana Inc	00000	01-0766084				. (TX), Inc	TX	NIA	Companies, IncSeniorBridge Family	. Ownership		Humana Inc	J
00119	Humana Inc.	00000	56-2593718				SeniorBridge (UT), Inc.	UT	NIA	Companies, Inc.	Ownership	100 0	Humana Inc	n
00110	Transacia 1110		. 00 20001 10			4	. 1001110111111111111111111111111111111	I		100mpun100, 1110			Humana Hilo	U

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						Name of					Type of Control			
						Securities					(Ownership,			
			F. 4			Exchange if	Newsof		Date Constitution		Board,	If Control is	Ultimate	
Group		NAIC	Federal ID	Federal		Publicly Traded (U.S. or	Name of Parent Subsidiaries	Domiciliary	Relationship to Reporting	Directly Controlled by	Management, Attorney-in-Fact,	Ownership Provide	Controlling Entity(ies)/	
Code	Group Name	Company Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
Code	Group Name	Code	Nullibei	NOOD	CIR	international)	SeniorBridge Family Companies	Location	Littly	SeniorBridge Family	illiluerice, Other)	Fercentage	Ferson(s)	
00119	Humana Inc.	00000	46-0691871				(VA). Inc.	VA	NIA	Companies, Inc.	Ownership	100.0	Humana Inc.	0
00110	Transara Trio.					1	(''', '''')			SeniorBridge Family	. o #1101 5111 p		1110	
00119	Humana Inc.	00000	57 - 1226890				SeniorBridge (WA), Inc	WA	NIA	Companies, Inc.	Ownership	100.0	Humana Inc.	0
00110			10. 1220000				SeniorBridge Family Companies			SeniorBridge Family	, o o . o p		11101	
00119	Humana Inc	00000	46-0764555				(WI), Inc.	W I	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
		İ					SeniorBridge Care Management,			SeniorBridge Family	İ '			
00119	Humana Inc.	00000	. 80-0581269				Inc.	NY	NIA	Companies, Inc.	Ownership	100.0	Humana Inc	0
										SeniorBridge Family				
00119	Humana Inc.	00000	13-4106498				Cambridge Companions, LLC	NY	NIA	Companies, Inc	Ownership	100.0	Humana Inc	0
							L			SeniorBridge Family				
00119	Humana Inc	00000	. 13-4076893				Cambridge Personal Care, LLC	NY	NIA	Companies, Inc	Ownership	100.0	Humana Inc	0
00440	l		50 0540704				Rona Bartelstone Associates,			SeniorBridge Family Companies		400.0		
00119	Humana Inc	00000	. 59-2518701				ILLC	FL	NIA	(FL), Inc.	Ownership	100.0	Humana Inc	0
00110	Humana Ina	00000	65-0992582				Naples Health Care Specialists,	FL	NII A	SeniorBridge Family Companies	O	100.0	Humana Ina	0
00119	Humana Inc	00000	. 00-0992082				LLU		NIA	(FL), IncSeniorBridge Family Companies	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	65-0688221				Nursing Solutions, LLC	FI	NIA	(FL). Inc.	Ownership	100.0	Humana Inc.	0
00119			. 00-0000221				1st Choice Home Health Care,		INTA	SeniorBridge Family Companies	ownership	100.0		0
00119	Humana Inc		20-0381804				TISE CHOICE HOME HEALTH CALE,	FI	NIA	(FL), Inc.	Ownership	100.0	Humana Inc.	٥
00113	I I I I I I I I I I I I I I I I I I I									SeniorBridge Family Companies	Ownersinp	100.0		
00119	Humana Inc.	00000	26-0815856				Care Partners Home Care, LLC	FI	NIA	(FL) . Inc	Ownership.	100.0	Humana Inc	0
00110	Trainaria Trio		120 0010000				Complex Clinical Management,			SeniorBridge Family Companies	0 #1101 5111 p		1110	
00119	Humana Inc.	00000	45-3713941				Inc.	FL	NIA	(FL). Inc.	Ownership.	100.0	Humana Inc.	0
							Metropolitan Health Networks,			1 , ,				
00119	Humana Inc.	00000	65-0635728				Inc.	FL	NIA	Humana Inc.	Ownership	100.0	Humana Inc	0
				i i						Metropolitan Health Networks,	İ			
00119	Humana Inc	00000	65-0879131				METCARE of Florida, Inc	FL	NIA	Inc	Ownership	100.0	Humana Inc	0
										Metropolitan Health Networks,				
00119	Humana Inc.	00000	. 59-2716023				Continucare Corporation	FL	NIA	Inc	Ownership	100.0	Humana Inc	0
00440	Illumina Lan	00000	45 5000400	1			Owner to the state Bentance of	DE.	NII A	Metropolitan Health Networks,	0	400.0	Harris I a s	
00119	Humana Inc.	00000	45-5032192			ł	Symphony Health Partners, Inc	DE FL	NIA	Inc	Ownership		Humana Inc	<u>0</u>
00119	Humana IncHumana Inc.	00000	65-0780986 20-5646291				Continucare MSO, Inc		NIA NIA	Continucare Corporation	Ownership		Humana Inc Humana Inc.	J
00119	Humana Inc		27 - 0338595				Seredor Corporation	FL	NIA	Continucare Corporation	Ownership		Humana Inc Humana Inc	U
00119	Humana IIIC		21 -0000090	1			Continucare Medical Management,	rL		continucare corporation	OWING SITTP			JU
00119	Humana Inc	00000	65-0791417				Inc.	FI	NIA	Continucare Corporation	Ownership	100.0	Humana Inc	۸
00110	Triuliana 1110		. 00-0131411	1		1	Symphony Health Partners -	١		80% Symphony Health Partners,	O#1101 9111 P			
00119	Humana Inc.	00000	32-0375132				Midwest . LLC	DE	NIA	Inc. / 20% Humana Inc.	Ownership	0.0		20
00119	Humana Inc.	00000	80-0494470	1		1	Seredor Centers, Inc.	FL	NIA	Seredor Corporation	Ownership		Humana Inc.	0
]		1]	Professional Sleep Diagnostics,]				
00119	Humana Inc	00000	55-0756296	.]		<u> </u>	Inc	WV	NIA	Seredor Corporation	Ownership	100.0	Humana Inc	0
00119	Humana Inc	00000	52-2209930	.]			United Sleep Diagnostics, Inc	DE	NIA	Seredor Centers, Inc	Ownership		Humana Inc	0
							American Institute for Sleep			,	İ '			
00119	Humana Inc	00000	52-2413969				Performance, Inc	FL	NIA	Seredor Centers, Inc	Ownership	100.0	Humana Inc	0
		1		1			Brighton Center for Sleep			Professional Sleep				
00119	Humana Inc	00000	20-2384243			 	Disorders, LLC	NC	NIA	Diagnostics, Inc	Ownership	100.0	Humana Inc	0

1		1 2	Ι 4	- E	l 6	7	· •	1 0	10	11	12	13	14	15
'	2		4	3	O	Name of Securities	o o	9	10	11	Type of Control (Ownership,			15
Group		NAIC Company	Federal ID	Federal	011/	Exchange if Publicly Traded (U.S. or	Name of Parent Subsidiaries	Domiciliary	Relationship to Reporting	Directly Controlled by	Board, Management, Attorney-in-Fact,	If Control is Ownership Provide	Ultimate Controlling Entity(ies)/	
Code	Group Name	Code	Number	RSSD	CIK	International)	or Affiliates	Location	Entity	(Name of Entity/Person)	Influence, Other)	Percentage	Person(s)	*
00119	Humana Inc	00000	20-0786475			-	Rock Hill Sleep Center, LLC	SC	NIA	Professional Sleep Diagnostics, Inc	Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	26-2414402				Premier Sleep Services, LLC	NC	NIA	Professional Sleep Diagnostics, Inc	Ownership	0.0		21
00119	Humana Inc	00000	65-0748363				Continucare Physician Practice Management, Inc	FI	NIA	Continucare Corporation	Ownership	100.0	Humana Inc	
00119	Humana Inc.	00000	65-0938586				Continucare Payment Corp	FL	NIA.	Continucare Corporation	Ownership		Humana Inc	
00119	Humana Inc.	00000	20-5398379				Continucare Clinics, Inc.	FL	NIA	Continucare Corporation	Ownership.	100.0	Humana Inc.	
00119	Humana Inc.	00000	20-5440995				CNU Blue 2. LLC	FL	NIA	Continucare Corporation	Ownership		Humana Inc.	
							Elder Health Care of Volusia,							
00119	Humana Inc	00000	59-3657970				Inc	.lFL	NIA	METCARE of Florida, Inc	Ownership	100.0	Humana Inc	
00119	Humana Inc	00000	26-3583438				HUM-Holdings International,	KY	NIA	Humana Inc	. Ownership	100.0	Humana Inc	0
00119	Humana Inc.	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holding International,	Ownership	100.0	Humana Inc.	17
00110	Trainerra 1110		20 0002700				11011 1111 , 220			1110			Tidiliana Tilo.	
1														

Asterisk	Explanation
	American Tax Credit Corporate Georgia Fund III, L.L.C., a Delaware limited liability company, was formed on October 4, 2004 for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. Humana Insurance
	Company is a Member with a 58.1736% ownership interest. The Savannah Bank, N.A. is a Member with a 1.6029% ownership interest, GMAC Insurance Georgia, L.L.C. is a Member with a 40.2133% ownership interest and Paramount Properties, Inc. is the Managing
	Member with 0.01% ownership interest
	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and
	lengage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield
	of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest
	Green Ribbon Health, L.L.C., a Delaware limited liability company, was formed on December 14, 2004 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Pfizer Health Solutions, Inc. to implement the Centers for Medicare and
3	Medicaid Disease Management Program. Humana Innovation Enterprises, Inc., a subsidiary of Humana Inc., is a Member with a 50% ownership interest and Pfizer Health Solutions, Inc., a subsidiary of Pfizer, Inc. is a Member with a 50% ownership interest
	Healthcare E-Commerce Initiative, Inc., a Puerto Rico non-profit corporation, formed for the purposeof promoting an electronic bill processing and other e-commerce transactions to the providers of health care services in Puerto Rico. This is a joint
	Venture with 5 members including Cooperativa de Seguros de Vida de Puerto Rico, Inc., La Cruz Azul de Puerto Rico, Inc., MMM Healthcare, Inc. and Humana Insurance of Puerto Rico, Inc., jointly with Humana Health Plans of Puerto
4	Rico, Inc. Each of the 5 members has an equal vote
	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns
	50% of the company's stock. New Health Services, Inc. owns the other 50%
	Sensei, Inc., a Delaware corporation, was incorporated on August 24, 2005 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Card Guard AG, a Swiss corporation, dedicated to defining, building, and distributing the next
	generation of wireless health platforms. On December 12, 2008, Humana Innovation Enterprises, Inc. purchased all of Sensei, Inc.'s shares from Card Guard AG whereby Humana Innovation Enterprises, Inc. owned 100% of Sensei's issued and outstanding
6	stock. On May 17, 2010, Robert Schwarzberg purchased 81% of Sensei's shares from Humana Innovation Enterprises, Inc., leaving the company with a 19% ownership interest

Asterisk	Explanation
	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings
	Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group,
7	Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC.
8	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest
9	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest
10	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest
11	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest
12	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest
13	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest
14	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest
15	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest
16	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest
17	Professional Services Relationship/Agreement with Concentra health Services, Inc
18	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc.
19	Reporting company.
20	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC.
	Premier Sleep Services, LLC (50% is owned by an unaffiliated entity) and 50% is owned by Professional Sleep Diagnostics, Inc which itself is owned 100% by Seredor Corporation, which itself is owned 100% by Continucare Corporation, which is owned 100%
21	by Metropolitan Health Networks. Inc., which is owned 100% by Humana Inc.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

		RESPONSE
1.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
Expla	nation:	
1. Thi	is type of business is not written.	
Bar C	ode:	

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate 2 Prior Year Ended Year To Date December 31 Book/adjusted carrying value, December 31 of prior year Cost of acquired: Λ 0 2.1 Actual cost at time of acquisition 0 2.2 Additional investment made after acquisition0 Current year change in encumbrances Total gain (loss) on disposals..... 0 Deduct amounts received on disposals

Total foreign exchange change in book/adjusted carrying value. 5. 0 0 Deduct current year's other than temporary impairment recognized 0 8. 0 0 N Deduct total nonadmitted amounts ..0 0 Statement value at end of current period (Line 9 minus Line 10) 0 0

SCHEDULE B - VERIFICATION

Mortgage Loans		
	1	2
		Prior Year Ended
	Year To Date	December 31
Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
Capitalized deferred interest and other.		0
4. Accrual of discount.		0
3. Capitalized deferred interest and other 4. Accrual of discount. 5. Unrealized valuation increase (decrease). 6. Total gain (loss) on disposals. 7. Deduct amounts received on disposals.		0
6. Total gain (loss) on disposals.		0
Deduct amortization of premium and mortgage interest points and commitment fees		0
Deduct amortization of premium and mortgage interest points and commitment fees Total foreign exchange change in book value/recorded investment excluding accrued interest Deduct current year's other than temporary impairment recognized		0
Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-	-7-	
8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

	Other Long-Term Invested Assets		
	•	1	2
			Prior Year Ended
		Year To Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year	0	0
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		0
	2.2 Additional investment made after acquisition		
3.	2.2 Additional investment made after acquisition Capitalized deferred interest and other. Accrual of discount. Unrealized valuation increase (decrease).		0
4.	Accrual of discount.		0
5.	Unrealized valuation increase (decrease)		0
6.	Total gain (loss) on disposals.		0
7.	Total gain (loss) on disposals. Deduct amounts received on disposals. Deduct amortization of premium and depreciation.		0
8.	Deduct amortization of premium and depreciation.		0
9.	l otal foreign exchange change in book/adjusted carrying value		LU
10.	Deduct current year's other than temporary impairment recognized.		0
11.	Deduct current year's other than temporary impairment recognized	L0	0
12.	Deduct total nonadmitted amounts.	10	0
13	Statement value at end of current period (Line 11 minus Line 12)	1	0

SCHEDULE D - VERIFICATION

Bonds and Stocks Prior Year Ended Year To Date December 31 Book/adjusted carrying value of bonds and stocks, December 31 of prior year Cost of bonds and stocks acquired .43,983,669 38,728,00218,76513,175204,476 4,012,671 ...5 , 287 3. Accrual of discount. Unrealized valuation increase (decrease). 118 1,468 Total gain (loss) on disposals Deduct consideration for bonds and stocks disposed of Deduct amortization of premium. 6. 7. .1,054,207 9.898.214 ..72,453 ..205,503 Total foreign exchange change in book/adjusted carrying value..... Deduct current year's other than temporary impairment recognized. 8. 9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9). Deduct total nonadmitted amounts. 43.983.669 46,876,552 10. 43,983,669 46 876 552 Statement value at end of current period (Line 10 minus Line 11)

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	Quarter for all Bonds and P 3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	40,059,776	62,787,342	59 , 451 , 651	(53,321)	43,342,146	0	0	40,059,776
2. Class 2 (a)	10,430,108	347 ,742	151,855	426,002	11,051,997	0	0	10,430,108
3. Class 3 (a)	1,588,674			(439,434)	1,149,240	0	0	1,588,674
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	52,078,558	63,135,084	59,603,506	(66,753)	55,543,382	0	0	52,078,558
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0		0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	52,078,558	63,135,084	59,603,506	(66,753)	55,543,382	0	0	52,078,558

(a) Book/Ad	djusted Carrying Value colu	imn for the end of the current rep	orting period includes the following ar	mount of non-rated short-term and	d cash equivalent bonds by NAIC designation:	NAIC 1 \$8,000,830	; NAIC 2 \$
NAIC 3 \$	0 ; 1	NAIC 4 \$0	; NAIC 5 \$0	; NAIC 6 \$0			

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
					Paid for Accrued
	Book/Adjusted			Interest Collected	Interest
	Carrying Value	Par Value	Actual Cost	Year To Date	Year To Date
9199999	8,666,830	XXX	8.666.830	291	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
Book/adjusted carrying value, December 31 of prior year	8,094,889	7 ,530 ,491
Cost of short-term investments acquired		174,244,098
Accrual of discount		0
Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
Deduct consideration received on disposals		173,679,700
7. Deduct amortization of premium		0
Total foreign exchange change in book/adjusted carrying value		0
Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	8,666,830	8,094,889
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	8,666,830	8,094,889

Schedule DB - Part A - Verification NONE

Schedule DB - Part B - Verification NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
Book/adjusted carrying value, December 31 of prior year	0	2,899,981
Cost of cash equivalents acquired		
Accrual of discount		1,144
Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.		(324)
Deduct consideration received on disposals	20,500,000	0
7. Deduct amortization of premium		71,899,329
Total foreign exchange change in book/adjusted carrying value		0
Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 2 3 4 5 6 7 8 9 10 NACCULATION Paid for Accused Par Value Paid for Accused P				Silow	All Long-Term Bonds and Stock Acquired During the Currer	it Quarter				
CUSIP Description	1 1	2	3	4	5	6	7	8	9	
CUSIF Description Descri										NAIC
Identification										Designation or
Source S	CUSIP					Number of	Actual		Paid for Accrued	Market
97828-01-6 INITED STATES REASINY OWERWENT OF 19/2013, INDURA SCURTIFIES 29,260 20,000 2,171 1, 0599999 - Bonds - U.S. Governments 30,083 310,000 2,032 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 300,000 3,687 475 3,687 475 3,000	Identification	Description	Foreign	Date Acquired	Name of Vendor	Shares of Stock	Cost	Par Value	Interest and Dividends	Indicator (a)
91828-91-3 US TRESIBER VIB 00-2003 UNAURA SECURITIES 616 00 00 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Bonds - U.S. Govern	nments								
0.599999 - Bonds - U.S. Governments 30,085 310,000 2,032 XX									1,771	1
Sortial States Territories and Possessions Sortial States Sortial	912828-PJ-3	US TREASURY N/B GOVERNMENT		03/25/2013	NOMURA SECURITIES.		61,624	60,000	261	1
200738-01-5 CANNECTION ST MUN	0599999 - Bond	s - U.S. Governments					340,883	310,000	2,032	XXX
1799999 - Bonds - U.S. States, Territories and Possessions	Bonds - U.S. States,	Territories and Possessions								
Special Revenue Special Re	207758-QJ-5	CONNECTICUT ST MUNI		03/22/2013	GOLDMAN SACHS.		615,445	500,000	6,667	1FE
11/25/3-64-5 CIT ZNR CORP C	1799999 - Bond	s - U.S. States, Territories and Possessions		•			615,445	500,000	6,667	XXX
33139499 - Sponds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions 2,683,699 2,497,593 7,872 XXX							., .	.,		
33139499 - Sponds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions 2,683,699 2,497,593 7,872 XXX	176553 - GK - 5	CITIZENS PROPERTY INS CORP MUNI.		01/11/2013	WELLS FARGO		1,124,240	1,000,000	6,250	1FE
Sonds - Industrial and Miscellaneous (Unaffiliated) Sonds - Industrial ROPE PAIR Sond - Sond - Sond - ROPE Sond - ROPE	3132HQ-4Q-2	FEDERAL HOME LOAN MTGE CO 30YR		01/08/2013	CREDIT SUISSE FIRST BOSTON CORP		1,559,369	1,497,593		1
0.53674-RE-3	3199999 - Bonds	s - U.S. Special Revenue and Special Assessment and	all Non-Guarantee	d Obligations of Ag	gencies and Authorities of Government and Their Political Subdivi	sions	2,683,609	2,497,593	7,872	XXX
14309J-AA-0, CARLYLE HOLDINGS FINANCE LLC CORPORATE 01.15/2013, J.P. MORGAN, 24.992 25.000 1.FE 27.24 275.000 2.FE 27.24 2	Bonds - Industrial an	nd Miscellaneous (Unaffiliated)								•
14309U-AA-0	05367A - AE - 3.	AVIATION CAPITAL GROUP TRUST CORPORATE.		01/14/2013	DEUTSCHE BANK.					2FE
389999 - Bonds - Industrial and Miscellaneous (Unaffiliated) 372,734 375,000 0 XXX 8399997 - Subtotals - Bonds - Part 3 4,012,671 3,682,593 16,571 XXX 8399999 - Subtotals - Bonds 4,012,671 3,682,593 16,571 XXX	14309U-AA-0	CARLYLE HOLDINGS FINANCE LLC CORPORATE		01/15/2013	J.P. MORGAN					
839999 - Subtotals - Bonds - Part 3 4,012,671 3,682,593 16,571 XXX 839999 - Subtotals - Bonds 4,012,671 3,682,593 16,571 XXX	421946-AH-7	HEALTHCARE REALITY TRUST INC CORPORATE.		03/19/2013	WELLS FARGO.		, ,	. ,		2FE
839999 - Subtotals - Bonds 4,012,671 3,682,593 16,571 XXX	3899999 - Bonds	s - Industrial and Miscellaneous (Unaffiliated)					372,734	375,000	0	XXX
	8399997 - Subto	otals- Bonds - Part 3					4,012,671	3,682,593	16,571	XXX
999999 Totals 4,012,671 XXX 16,571 XXX	8399999 - Subto	otals - Bonds					4,012,671	3,682,593	16,571	XXX
999999 Totals 4,012,671 XXX 16,571 XXX										
999999 Totals 4,012,671 XXX 16,571 XXX										ļ
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999999 Totals 4,012,671 XXX 16,571 XXX										ļ
	9999999 Totals					<u> </u>	4,012,671	XXX	16,571	XXX

⁽a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

	Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter																			
1	2	3 4	5	6	7	8	9	10		Change in I	Book/Adjusted Ca	arrying Value		16	17	18	19	20	21	22
														1						
									11	12	13	14	15							
		F																		NAIC
		0																		Desig-
		r									Current Year's			Book/	l			Bond		nation
		e		l				Prior Year	Unrealized		Other Than	L	Total Foreign	Adjusted	Foreign			Interest/Stock	Stated	or
CUSIP		l Diamanal		Number of				Book/Adjusted	Valuation	Current Year's	Temporary	Total Change in		Carrying Value	Exchange Gain	Realized Gain	Total Gain	Dividends	Contractual	Market
Identi- fication	Description	g Disposal n Date	Name of Purchaser	Shares of Stock	Consideration	Dor Value	Actual Cost	Carrying Value	Increase/ (Decrease)	(Amortization)/ Accretion	Impairment Recognized	B./A.C.V. (11+12-13)	Change in B./A.C.V.	Disposal Date	(Loss) on Disposal	(Loss) on Disposal	(Loss) on Disposal	Received During Year	Maturity Date	Indicator (a)
	. Governments	III Date	Name of Fulchaser	Slock	Consideration	rai value	Actual Cost	value	(Decrease)	Accietion	Recognized	(11+12-13)	D./A.C.V.	Disposai Date	Disposai	Disposai	Disposai	During real	Date	(a)
B011u5 - 0.3	GOVERNMENT NATIONAL										1									_
36202X-XN-2	MORTGAGE GNMA	03/01/2013	MBS PAYDOWN		23,090	23,090	23,141	23,090		(1)		(1)		23,090			0	268	07/01/2033	1 1
	GOVERNMENT NATIONAL				· ·	·						1								
	MORTGAGE GNMA		MBS PAYDOWN		38,919	38,919	39,138	38,925		(6)		(6)		38,919			0	366	07/01/2033	1
	Bonds - U.S. Governmen				62,009	62,009	62,279	62,015	0	(7)	0	(7)	0	62,009	0	0	0	635	XXX	XXX
Bonds - U.S			nt and all Non-Guaranteed	Obligations of A	gencies and Au	uthorities of Gov	vernments and	Their Political S	Subdivisions											
0.400011.141	FEDERAL HOME LOAN MTGE CO		HDO DAVBOUN		40.00	40.00	40.000	40.000						40.001					00104100:0	
3132GU-KH-6	FHLMC FEDERAL HOME LOAN MTGE CO	03/01/2013	. MBS PAYDOWN		16,061	16,061	16,985	16,068		 (7)	·	† (7)	ļ	16,061	ļ		0	96	06/01/2042	. 1
3132HQ-4Q-2		03/01/2013	MBS PAYDOWN.		8.360	8.360	8,705			L(1)		/1\		8.360			n	3/1	12/01/2042	1
0102110-40-2	FED NTL MTG ASSO		moo inibomi,	1			· ·			1' '	l	1	l	· ·	l			٠	12/0//2072	·
31411D-QK-8	FNMA	03/01/2013	MBS PAYDOWN		64,693	64,693	65,296	64,711		(19)		(19)		64,693			0	749	11/01/2036	11
	FED NTL MTG ASSO		Luca Buygawa																	Ι.
31411L-XD-8	FNMA. FED NTL MTG ASSO	03/01/2013	MBS PAYDOWN		81,735	81,735	79,958	81,662		73		/3		81,735			0	942	04/01/2037	. 1
31412N-2F-2		03/01/2013	MBS PAYDOWN		1,337	1,337	1,426	1,338				1		1,337			٥	12	02/01/2039	1
3141214-21 -2	FED NTL MTG ASSO		I MIDO I AIDOMN.					1,330			İ	1							02/01/2000	
31412Q-RB-7	FNMA 30YR	03/01/2013	MBS PAYDOWN		6,170	6,170	6,580	6,172		(2)		(2)		6, 170			0	57	10/01/2039	1
	FED NTL MTG ASSO		l							l										I .
31416S-4Y-4	FNMA 30YRVIRGINIA COLLEGE BLDG	03/01/2013	MBS PAYDOWN		235,521	235,521	251,207	236,538		(1,017)		(1,017)		235,521			0	2,695	06/01/2039	. 1
027781_\$7_8	AUTH MUNI	02/01/2013	MATURITY		425.000	425,000	477,823	426,426		(1,426)		(1,426)		425,000			٥	10.625	02/01/2013	1FE
			al Assessment and all Non-	Guaranteed				920,920		(1,420)		(1,420)						10,023	02/01/2013	
3133333			s of Governments and Their																	1
	Subdivisions		o o o o o o o o o o o o o o o o o o o	ontious	838,876	838,876	907,981	832,915	0	(2,400)	0	(2,400)	0	838.876	0	0	0	15,210	XXX	XXX
Bonds - Indu	strial and Miscellaneous	(Unaffiliated)			,	,				(,,		(, ,		,						
	AMERICAN AIRLINES INC	Ì T																		
023767-AA-4	CORPORATE	02/01/2013	. CALLED SECURITY at 100.000.).	3,189	3,189	3,189	3,189				0		3, 189			0	84	07/31/2021	2FE
59151K-AH-1	METHANEX CORPORATION CORPORATE	04/04/0040	DDO CARLEAL MARKETO		150 . 134	150.000	148.647	148 . 652		14		l		148,666		1,468	4 400	650	40/45/0040	٥٣٦
			RBC CAPITAL MARKETS		153,323	153 . 189	151,836	151,841	^	14		14	^	151.855	^	1,468	1,468	734	12/15/2019 XXX	2FE
	Bonds - Industrial and Mi		amilateu)						0		0	(0.202)	0	. ,	0	,	1			XXX
	Subtotals - Bonds - Part	4			1,054,207	1,054,074	1,122,097	1,046,771	0	(2,393)	0	(2,393)	0	1,052,740	0	1,468	1,468	16,578	XXX	XXX
8399999 -	Subtotals - Bonds				1,054,207	1,054,074	1,122,097	1,046,771	0	(2,393)	1 0	(2,393)	U	1,052,740	U	1,468	1,468	16,578	XXX	XXX
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9999999 T	otais				1.054.207	XXX	1,122,097	1.046.771	0	(2,393)	1 0	(2,393)	0	1,052,740	1 0	1.468	1.468	16.578	XXX	XXX

⁹⁹⁹⁹⁹⁹⁹ Totals 1,054
(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH Month End Depository Balances

1	Month End Depository Balances											
Amount of Interest Part Interest Par	1	2	3	4	5	Book Balance at End of Each						
Specific Specific	D escribes		of	Interest Received During Current	Interest Accrued at Current Statement	6	7	8				
S VMC	Onen Denositories	Code	Interest	Quarter	Date	FIRST MONTH	Second Month	i nira iviontn	Щ.			
Degret 1	US BANK					(915,321) 54,357 23,030	(1,092,925) 59,548 (484,953)	(1,033,677) 88,137 3,406,544	XXX XXX XXX			
1039999 Cotal Ceets on Deposit 2004 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2005 2009 Cotal Ceets on Deposit 2007 200	0199998 Deposits in	XXX							XXX			
0499999 Cash in Company's Office XXX XXX XXX XXX XXX XXX XXX XXX	0199999 Total Open Depositories	XXX	XXX	0	0	(837,934)	(1,518,330)	2,461,004	XXX			
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0499999 Cash in Company's Office XXX XXX XXX XXX XXX XXX XXX XXX	0399999 Total Cash on Deposit	XXX	XXX	0		(837,934)	(1,518,330)	2,461,004	XXX			
0599999 Total XXX XXX 0 0 (837,934) (1,518,330) 2,461,004 XX	0499999 Cash in Company's Office	XXX	XXX		XXX				XXX			
	0599999 Total	XXX	XXX	0	0	(837, 934)	(1,518,330)	2,461,004	XXX			

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter												
1	2	3	4	5	6	7	8					
		Date	Rate of	Maturity	Book/Adjusted	Amount of Interest	Amount Received					
Description	Code	Acquired	Interest	Date	Book/Adjusted Carrying Value	Due & Accrued	During Year					
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8699999 Total Cash Equivalents					U	U	0					